

**AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION**
(As adopted by Special Resolution passed on 17th June, 2022)

AND

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**
(As adopted by Special Resolution passed on 4th June, 2026)

OF

TOMSON GROUP LIMITED
湯臣集團有限公司
*(Name changed on 6th November, 1989, 25th November, 1994 and
27th November, 2001 respectively)*

*(The English version shall prevail in case of any discrepancy or inconsistency
between the English version and its Chinese translation.)*

CAYMAN ISLANDS

The Companies Act (As Revised) (Cap. 22)

Company Limited by Shares

**AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION**

(As adopted by Special Resolution passed on 17th June, 2022)

OF

TOMSON GROUP LIMITED

湯臣集團有限公司

*(Name changed on 6th November, 1989, 25th November, 1994 and
27th November, 2001 respectively)*

Name. 1. The name of the Company is TOMSON GROUP LIMITED 湯臣集團有限公司.

Registered Office. 2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place as the Directors may from time to time decide.

As amended
by Special
Resolution
passed on
2/6/2011

Objects. 3. The objects for which the Company is established are unrestricted and shall include, but without limitation, the following:

(a) To carry on the business of an investment company and to act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, brokers, traders, dealers, agents, importers and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.

(b) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.

- (c) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
- (d) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.
- (e) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, reciprocal concessions or cooperation with any person or company and to promote and aid in promoting, to constitute, form or organise any company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing, directly or indirectly, the objects of the Company or for any other purpose which the Company may think expedient.
- (f) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the Company in any manner and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration therefor.

- (g) To engage in or carry on any other lawful trade, business or enterprise which may at any time appear to the Directors of the Company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the Directors or the Company likely to be profitable to the Company.

In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this clause or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.

- 4. Except as prohibited or limited by the Companies Act (As Revised) (Cap. 22), the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to do any of the following acts or things, viz:

As amended
by Special
Resolution
passed on
17/6/2022

to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors

determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

Limited Liability.	5.	The liability of each member is limited to the amount from time to time unpaid on such member's shares.	
Share Capital.	6.	The share capital of the Company is HK\$1,500,000,000 divided into 3,000,000,000 shares of a nominal or par value of HK\$0.50 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act (As Revised) (Cap. 22) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.	As increased by Ordinary Resolutions passed on 13/11/1989, 18/3/1994, 5/6/2009 & 31/5/2018 and by Special Resolution passed on 29/5/1990 and as altered by Ordinary Resolutions passed on 13/11/1989 & 18/12/1991 and as amended by Special Resolution passed on 17/6/2022
Section 174 of Companies Act.	7.	If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (As Revised) (Cap. 22).	As amended by Special Resolutions passed on 2/6/2011 & 17/6/2022

Amendment of
Memorandum.

8. Subject to the Companies Act (As Revised) (Cap. 22), the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association in whole or in part provided that no such alteration or amendment shall be deemed to have been duly approved unless passed by members holding at least three fourths of the shares carrying the right to vote on such resolution who are present in person or by proxy and who vote in respect thereof.

As amended
by Special
Resolution
passed on
17/6/2022

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CAYMAN ISLANDS

The Companies Act (As Revised) (Cap. 22)

Company Limited by Shares

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

(As adopted by Special Resolution passed on 4th June, 2026)

OF

TOMSON GROUP LIMITED

湯臣集團有限公司

*(Name changed on 6th November, 1989, 25th November, 1994 and
27th November, 2001 respectively)*

Table A

Other regulations excluded.	1.	The regulations contained in Table A in the First Schedule to the Companies Act shall not apply to the Company.	As amended by Special Resolution passed on 17/6/2022
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Interpretation

Interpretation.	2.	(a) The marginal notes to these Articles shall not affect the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:-
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address.	for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address;	As added by Special Resolution passed on 4/6/2026
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these Articles. these presents.	“these Articles” or “these presents” shall mean the present Articles of Association and all supplementary, amended or substituted articles for the time being in force;
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ASR Code.	“ASR Code” shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor;	As added by Special Resolution passed on 4/6/2026
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Associate.	“Associate” shall have the meaning ascribed to it under the Listing Rules;	As amended by Special Resolutions passed on 23/9/1993 & 28/5/2004
Auditors.	“Auditors” shall mean the auditors from time to time of the Company;	
Bad Weather Signal.	“Bad Weather Signal” shall mean a tropical cyclone warning signal No. 8 or above and/or a black rainstorm warning signal as issued by the Director of the Hong Kong Observatory, and/or “extreme conditions” as announced by the government of Hong Kong and shall have the meaning given to it in the Listing Rules as from time to time in effect; (The definition of “black rainstorm warning” was deleted by a Special Resolution passed on 4/6/2026)	As added by Special Resolution passed on 4/6/2026
Board.	“Board” shall mean the board of Directors as constituted from time to time or as the context may require the majority of the Directors present and voting at a meeting of Directors at which a quorum is present;	As added by Special Resolution passed on 4/6/2026
business day(s).	“business day(s)” shall mean any day on which the Stock Exchange is open for business of dealing in securities. For the avoidance of doubt, where the Stock Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Bad Weather Signal or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day;	As added by Special Resolution passed on 20/6/2000 and as amended by Special Resolutions passed on 28/5/2004, 17/6/2022 & 4/6/2026
capital.	“capital” shall mean the share capital of the Company from time to time;	As amended by Special Resolution passed on 4/6/2026
Central Clearing and Settlement System.	“Central Clearing and Settlement System” shall mean the central clearing and settlement system operated by Hong Kong Securities Clearing Company Limited;	As added by Special Resolution passed on 4/6/2026
Chairman of the Board. Vice-Chairman of the Board.	“Chairman of the Board” and “Vice-Chairman of the Board” shall mean the person elected by the Directors to be chairman of the Board and vice-chairman of the Board respectively for such period and on such terms as the Directors think fit;	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026

Chairman of Board Meeting.	“Chairman of Board Meeting” shall mean the chairman presiding at any meeting of the Board;	As added by Special Resolution passed on 1/6/2012
Chairman of General Meeting.	“Chairman of General Meeting” shall mean the chairman presiding at any meeting of Members;	As added by Special Resolution passed on 1/6/2012
clear day(s).	“clear day(s)” shall mean in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;	As added by Special Resolution passed on 4/6/2026
Close Associate.	“Close Associate” shall have the meaning ascribed to it under the Listing Rules, except that for the purposes of Article 107 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;	As added by Special Resolution passed on 17/6/2022 & as amended by Special Resolution passed on 4/6/2026
the Company.	“the Company” or “this Company” shall mean Tomson Group Limited;	Name changed on 6/11/1989, 25/11/1994 & 27/11/2001 respectively
The Companies Act. the Act.	“the Companies Act” or “the Act” shall mean the Companies Act (As Revised) (Cap. 22) of the Cayman Islands and any amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	As amended by Special Resolution passed on 17/6/2022
the Company’s Website.	“the Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to the Members;	As added by Special Resolution passed on 17/6/2022
Director(s).	“Director(s)” shall mean the Director(s) as constituted from time to time of the Company;	As amended by Special Resolution passed on 4/6/2026
dividend.	“dividend” shall include bonus dividends and distributions permitted by the Act to be categorized as dividend;	As amended by Special Resolution passed on 4/6/2026
dollars. HK\$.	“dollars” and “HK\$” shall mean dollars in the lawful currency of Hong Kong;	As amended by Special Resolution

		passed on 4/6/2026
electronic.	“electronic” shall have the meaning given to it in the Electronic Transactions Act and any amendment thereto or re-enactments thereof for the time being in the force and includes every other law incorporated therewith or substituted therefor;	As added by Special Resolution passed on 4/6/2026
electronic communication.	“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other electron magnetic or virtual means in any form through any information system. For the avoidance of doubt, Section 8 of the Electronic Transactions Act regarding delivery in the form of an electronic record shall not apply to any electronic communication to and from the Company;	As added by Special Resolution passed on 2/6/2011 and as amended by Special Resolutions passed on 5/6/2014, 17/6/2022 & 4/6/2026
electronic facilities.	references to “electronic facilities” include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise) by means of which all persons participating in the meeting are capable of hearing and being heard by each other and all participants’ right to speak and vote at the meeting are maintained;	As added by Special Resolution passed on 17/6/2022 and as amended by Special Resolution passed on 4/6/2026
electronic meeting.	“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members, their proxies and any other permitted participants (including, without limitation, the Chairman of General Meeting and any Directors) by means of electronic facilities;	As added by Special Resolution passed on 4/6/2026
electronic signature.	“electronic signature” shall have the meaning ascribed to it under Section 2 of the Electronic Transactions Ordinance (Chapter 553 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force. The provisions contained in Section 19(3) of the Electronic Transactions Act regarding compliance with a requirement for a signature shall not apply;	As added by Special Resolution passed on 5/6/2014 and as amended by Special Resolution passed on 17/6/2022
the Electronic Transactions Act.	“the Electronic Transactions Act” shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	As added by Special Resolution passed on 17/6/2022
	(The definition of “gale warning” was deleted by a Special Resolution passed on 4/6/2026)	

group of companies.

“group of companies” shall mean any two or more companies or bodies corporate (wherever incorporated) one of which is the holding company of the other or others;

head office.

“head office” shall mean such office of the Company as the Directors may from time to time determine to be the principal office of the Company;

holding company.

a company shall be deemed to be a holding company of another company if:-

- (i) it controls the composition of the board of directors of the second company; or
- (ii) it controls more than half of the voting power of the second company; or
- (iii) it holds more than half of the issued share capital of the second company (excluding any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital); or
- (iv) the second company is a subsidiary of any other company, which is a subsidiary of the first mentioned company.

As amended
by Special
Resolution
passed on
17/6/2022

Provided that:-

- (a) for the purposes of this provision, the composition of a company’s board of directors shall be deemed to be controlled by another company if that other company by the exercise or some power exercisable by it without the consent or concurrence of any other person, can appoint or remove all or a majority of the directors, and that other company shall be deemed to have power to make such an appointment if a person cannot be appointed as a director without the exercise in his favour by that other company of such a power, or if a person’s appointment as director follows necessarily from his being a director or other officer of that other company;
- (b) any shares held or power exercisable by the holding company in a fiduciary capacity shall be treated as not held or exercisable by it;

(c) subject to sub-paragraphs (d) and (e) below, any shares held or power exercisable:-

(i) by any person as a nominee for the holding company (except where the holding company is concerned only in a fiduciary capacity); or

(ii) by, or by a nominee for, a subsidiary of the holding company, not being a subsidiary which is concerned only in a fiduciary capacity,

shall be treated as held or exercisable by the holding company;

(d) any shares held or power exercisable by any person by virtue of the provisions of any debentures of any subsidiary company or of a trust deed for securing any issue of such debentures shall be disregarded; and

(e) any shares held or power exercisable by, or by a nominee for, the holding company or its subsidiary (not being held or exercisable as mentioned in sub-paragraph (c) above) shall be treated as not held or exercisable by the holding company if the ordinary business of the holding company or its subsidiary, as the case may be, includes the lending of money and the shares are held or power is exercisable as aforesaid by way of security only for the purposes of a transaction entered into in the ordinary course of that business;

As amended
by Special
Resolution
passed on
17/6/2022

Hong Kong.

“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;

As added
by Special
Resolution
passed on
1/6/2012

hybrid meeting.

“hybrid meeting” shall mean a general meeting held and conducted by (i) physical attendance and participation by Members and/or their proxies or representatives in case of a corporation (and any other permitted participants of such meeting, including, without limitation, the Chairman of General Meeting and any Directors) at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or their proxies or representatives in case of a corporation (and any other permitted participants of such meeting, including, without limitation, the Chairman of General Meeting and any Directors) by means of electronic facilities;

As added by
Special
Resolution
passed on
17/6/2022

information system.	“information system” shall have the meaning ascribed to it under Section 2 of the Electronic Transactions Ordinance (Chapter 553 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force;	As added by Special Resolution passed on 5/6/2014
Listing Rules.	“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);	As added by Special Resolution passed on 28/5/2004
Meeting Location(s).	“Meeting Location(s)” shall have the meaning given to it in Article 76A(a), and for the avoidance of doubt shall include the Principal Meeting Place unless otherwise specified;	As added by Special Resolution passed on 17/6/2022 & as amended by Special Resolution passed on 4/6/2026
month.	“month” shall mean a calendar month;	
Notice. notice.	written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, notice may be provided in physical or electronic form;	As added by Special Resolution passed on 4/6/2026
Office.	“Office” shall mean the registered office of the Company for the time being;	
ordinary resolution.	“ordinary resolution” shall mean a resolution passed by a bare majority of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Article 73 and shall include a unanimous written resolution passed pursuant to Article 84A. In computing the majority on a poll regard shall be referred to the number of votes to which each member is entitled by these Articles;	As amended by Special Resolutions passed on 17/6/2022 & 4/6/2026

physical meeting.	“physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by Members and/or their proxies or representatives in case of a corporation (and any other permitted participants of such meeting, including, without limitation, the Chairman of General Meeting and any Directors) at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;	As added by Special Resolution passed on 17/6/2022
Principal Meeting Place.	“Principal Meeting Place” shall mean the principal venue of a general meeting in case that there are more than one Meeting Location as determined by the Board pursuant to Article 76A;	As added by Special Resolution passed on 17/6/2022
recognised clearing house.	“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the SFO and any amendments thereto or re-enactments thereof for the time being in force and that includes every other law incorporated therewith or substituted therefor;	As added by Special Resolution passed on 4/6/2026
the register.	“the register” shall mean the register of members of the Company and shall include any branch registers;	
Registration Office.	the “Registration Office” shall mean such place or places in the relevant territories or elsewhere where the Directors from time to time determine to keep a branch register of Shareholders and where (except in cases where the Directors otherwise agree) transfers or other documents of title are to be lodged for registration and are to be registered;	
relevant territories.	“relevant territories” shall mean Hong Kong or in the event of the issued share capital of the Company no longer being listed on any stock exchange in Hong Kong, such other territory or territories as the Directors may from time to time decide;	As amended by Special Resolution passed on 1/6/2012
seal.	“seal” shall mean the common seal of the Company or any official seal adopted by the Company pursuant to Article 137;	
Secretary.	“Secretary” shall mean the person for the time being performing the duties of that office;	As amended by Special Resolution passed on 1/6/2012
SFC.	“SFC” shall mean the Securities and Futures Commission of Hong Kong;	As added by Special Resolution passed on 4/6/2026

SFO.	“SFO” shall mean the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactment thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor;	As added by Special Resolution passed on 4/6/2026
Share.	“Share” shall mean a share in the capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied;	As amended by Special Resolution passed on 1/6/2012
Shareholders. Members.	“Shareholders” or “Members” shall mean the duly registered holders from time to time of the Shares;	As amended by Special Resolution passed on 1/6/2012
special resolution.	“special resolution” shall have the same meaning as in the Act save that the required majority shall be 75% of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Article 73 and shall include a unanimous written resolution passed pursuant to Article 84A. In computing the majority on a poll regard shall be referred to the number of votes to which each member is entitled by these Articles;	As amended by Special Resolutions passed on 17/6/2022 & 4/6/2026
Stock Exchange.	“Stock Exchange” shall mean The Stock Exchange of Hong Kong Limited;	
subsidiary.	“subsidiary” shall have the meaning as defined in the Listing Rules;	As added by Special Resolution passed on 28/5/2004
	(The definition of “Takeover Code” was deleted by a Special Resolution passed on 2/6/2011)	
treasury shares.	“treasury shares” shall mean Shares repurchased and held by the Company in treasury as authorised by the Act, the Listing Rules and all other applicable laws, rules or regulations which, for the purpose of these Articles, include Shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale or transfer on the Stock Exchange. For all purposes under these Articles, Shares held by the Company as treasury shares shall not be regarded as being in issue. Unless otherwise provided by law or expressly stated in these Articles, treasury shares shall not carry voting rights, dividend rights, or any other rights or entitlements attached	As added by Special Resolution passed on 4/6/2026

	to issued Shares;	
UNSRT System.	“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 enables title to the shares and securities to be evidenced and transferred without an instrument; and facilitates supplementary and incidental matters;	As added by Special Resolution passed on 4/6/2026
USM Rules.	“USM Rules” shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS of the Laws of Hong Kong) made under the SFO, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and include every other rules or subsidiary legislation incorporated therewith or substituted therefor;	As added by Special Resolution passed on 4/6/2026
Words in Act to bear same meaning in Articles.	Subject as aforesaid, any words defined in the Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles;	As amended by Special Resolution passed on 17/6/2022
writing or printing.	“writing” or “printing” shall, unless the contrary intention appears, be construed as including writing, printing, lithography, photography, type-writing and every other modes of representing or reproducing words or figures in a visible and non-transitory form or, to the extent permitted by and in accordance with the Act and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including without limitation where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and any requisite Members’ election comply with any applicable laws, rules and/or regulations and, only where used in connection with a notice served by the Company on Members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;	As amended by Special Resolutions passed on 28/5/2004 & 4/6/2026
document or notice.	For Articles 165 to 171 of these Articles, references to a document (including, without limitation, a resolution in writing) being signed or executed shall 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 methods and references to a notice or	As added by Special Resolution passed on 4/6/2026

	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;	
meeting.	references to a meeting (a) shall, where the context is appropriate, include a meeting that has been adjourned or postponed by the Board pursuant to Article 79; and (b) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Act and these Articles, and the terms “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” (and their grammatical deviations) shall be construed accordingly;	As added by Special Resolution passed on 4/6/2026
a person’s participation in the business of a general meeting.	references to a person’s participation in the business of a general meeting shall include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Act or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;	As added by Special Resolution passed on 4/6/2026
gender.	words importing either gender shall include the other gender and the neuter;	
persons. Companies.	Words importing persons shall include companies and corporations, partnerships, firms, associations and bodies of persons whether corporate or not, and vice versa;	As amended by Special Resolution passed on 4/6/2026
singular and plural.	words denoting the singular shall include the plural and words denoting the plural shall include the singular;	
Alteration of Articles and name.	2. (b) Without prejudice to any other requirements of the Act, a special resolution shall be required to alter the provisions of these Articles or to change the name of the Company.	As amended by Special Resolution passed on 17/6/2022

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Share Capital and Modification of Rights

Capital.
Issue of
Shares.

- *3. The authorised capital of the Company is HK\$1,500,000,000 divided into 3,000,000,000 Shares of HK\$0.50 each.

As amended
by Special
Resolution
passed on
1/6/2012

4. Without prejudice to any special rights previously conferred on the holders of existing Shares and if permitted under the Listing Rules, any Share may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination and if permitted under the Listing Rules, as the Directors may determine) and provided further that, with the sanction of a special resolution, any preference Share may be issued on terms that it will be, or at the option of the Company or the holder thereof is liable to be, redeemed. Fractions of Shares or percentages may be issued and shall carry the appropriate fraction or percentage of the rights attaching to a full Share, including voting.

As amended
by Special
Resolution
passed on
1/6/2012

5. The Directors may issue warrants to subscribe for any class of Shares or securities of the Company on such terms as they may from time to time determine. Where power is taken to issue warrants to bearer, no new warrants shall be issued to replace any warrant that has been lost unless the Directors are satisfied beyond reasonable doubt after full consideration of the requirements under the Act and the Listing Rules that the original has been destroyed.

As amended
by Special
Resolutions
passed on
1/6/2012 &
17/6/2022

* As increased by Ordinary Resolutions passed on 13/11/1989, 18/3/1994, 5/6/2009 & 31/5/2018 and by Special Resolution passed on 29/5/1990 and as altered by Ordinary Resolutions passed on 13/11/1989 & 18/12/1991

How class rights of Shares may be modified.

6. If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, if permitted under the Listing Rules, with the consent in writing of the holder(s) of three-fourths of the voting rights of the issued Shares of that class (excluding any Shares of that class held as treasury shares), or with the sanction of a special resolution passed at a separate general meeting at which the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons at least holding or representing by proxy one-third of the voting rights of the issued Shares of that class (excluding any Shares of that class held as treasury shares) and that any holder of the Shares of that class (excluding any Shares of that class held as treasury shares) present in person or by proxy may demand a poll and that at any adjourned meeting or postponed meeting one or more holders of Shares of that class (whatever the number of Shares held by them and excluding any Shares of that class held as treasury shares) shall be a quorum.

As amended by Special Resolutions passed on 5/6/2009, 1/6/2012, 17/6/2022 & 4/6/2026

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Company may purchase and finance the purchase of own Shares.

7. The Company may give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of a security or otherwise, any financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any persons of any Shares and should the Company acquire its own Shares neither the Company nor the Board shall be required to select the Shares to be acquired rateably or in any other particular manner as between the holders of Shares of the same class or as between them and the holders of Shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of Shares provided always that any such acquisition or financial assistance shall only be made or given in accordance with the Act, the Listing Rules and other applicable laws from time to time in force. Any Shares (including redeemable Shares) purchased by the Company may be cancelled or held as treasury shares (to the extent permitted under all applicable laws, rules and regulations) at the discretion of the Board upon such terms and subject to such conditions or approval required under applicable laws, rules and regulations. Subject to the Act and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board.

As amended by Special Resolutions passed on 30/9/1991, 1/6/2012, 17/6/2022 & 4/6/2026

Power to increase

8. (a) The Company in general meeting may, from time to time, whether or not all the Shares for the time being

As amended by Special Resolution

capital.		authorised shall have been issued and whether or not all the Shares for the time being issued shall have been fully paid up, by ordinary resolution increase its share capital by the creation of new Shares, such new capital to be of such amount and to be divided into Shares of such respective amounts as the resolution shall prescribe.	passed on 1/6/2012
On what conditions new Shares may be issued.	(b)	Any new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and, if no direction be given, subject to the provisions of the Act and of these Articles, as the Directors shall determine; and in particular such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with special rights or without any right of voting.	As amended by Special Resolutions passed on 1/6/2012 & 17/6/2022
New Shares to form part of original capital.	(c)	Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be treated as if it formed part of the original capital of the Company and such Shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.	As amended by Special Resolution passed on 1/6/2012
Redemption.	9. (a)	Subject to the provisions of the Act and the Memorandum of Association, the Listing Rules and/or any other rules and regulations of any competent regulatory authority, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.	As amended by Special Resolutions passed on 1/6/2012, 17/6/2022 & 4/6/2026
Repurchase.	(b)	Subject to the provisions of the Act and the Memorandum of Association, the Listing Rules and/or any other rules and regulations of any competent regulatory authority, the Company may purchase its own Shares, including any redeemable Shares, provided that, to the extent required by the Act, the manner of purchase has first been authorized by the Company by ordinary resolution and may make payment therefor in any manner authorised by the Act, including out of capital.	As amended by Special Resolutions passed on 1/6/2012, 17/6/2022 & 4/6/2026

Surrender of Shares.	(c) The Board may accept the surrender for no consideration of any fully paid Share.	As added by Special Resolution passed on 4/6/2026
	(d) Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered Shares as treasury shares without the need for a separate resolution of the Board for each instance.	As added by Special Resolution passed on 4/6/2026
Purchase or redemption not to give rise to other purchases or redemptions.	10. (a) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.	As amended by Special Resolution passed on 1/6/2012
Certificates to be surrendered for cancellation.	(b) The holder of the Shares being purchased, surrendered or redeemed (except when the Shares are purchased or redeemed on the Stock Exchange) shall be bound to deliver up to the Company at the Office or at such other place as the Directors may specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.	As amended by Special Resolutions passed on 2/6/2011, 1/6/2012 & 4/6/2026
Shares at the disposal of the Board.	11. Subject to the provisions of the Act, of the Memorandum of Association, and of these Articles relating to new Shares, all unissued Shares (whether forming part of its original or any increased capital) shall be at the disposal of the Board which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as the Board shall in its absolute discretion think fit.	As amended by Special Resolutions passed on 1/6/2012, 17/6/2022 & 4/6/2026
Company may pay commissions.	12. The Company may, unless prohibited by the Act, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Act shall be observed and complied with, and in each case the commission shall not exceed ten per cent of the price at which the Shares are issued.	As amended by Special Resolutions passed on 1/6/2012 & 17/6/2022
Company not to recognise trusts in respect of Shares.	13. Except as otherwise expressly provided by these Articles or as required by the Act or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any Share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable,	As amended by Special Resolutions passed on 1/6/2012 & 17/6/2022

contingent, future or partial interest in any Shares or any interest in any fractional part of a Share or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

Register of Members and Share Certificates

Share
register.

14. (a) The Directors shall cause to be kept at such place as they deem fit a register of members and there shall be entered therein the particulars of the Members and the Shares issued to each of them and other particulars required under the Act.
- (b) If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations as the Directors think fit. The principal register and the branch register(s) shall together be treated as the register of members for the purposes of these Articles. The Board may, in its absolute discretion, at any time transfer any Share on the principal register to any branch register(s) or any Share on any branch register(s) to the principal register or any other branch register(s).
- (c) Unless the Directors otherwise agree, no Shares on the register of members may be transferred to any branch register nor may Shares on any branch register be transferred to the register of members or any other branch register. In the event of any such transfer, the Member requesting such transfer shall bear the cost of effecting the transfer unless the Directors determine otherwise.
15. (a) Except when the register of members is closed in accordance with Article 15(d), the register and any branch register shall during business hours be open to the inspection of any Member without charge and by any other person on payment of such fee as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection, at such place at which the register is kept. For the avoidance of doubt, any holder of prescribed securities (as defined in the USM Rules) is entitled, on request and without charge, to inspect any entry made in relation to that person in the register and during the course of the inspection make a copy of any such entries.

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

As amended
by Special
Resolution
passed on
4/6/2026

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

As amended
by Special
Resolutions
passed on
17/6/2022 &
4/6/2026

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	(b) The reference to business hours in paragraph (a) of this Article is subject to such reasonable restrictions as the Board may decide but so that not less than two hours in each business day is to be allowed for inspections.	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026
	(c) Any Member may require a copy of the register, or any part thereof, on payment of HK\$2, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of ten days commencing on the date next after the day on which the request is received by the Company.	As amended by Special Resolution passed on 4/6/2026
Close of register of members.	(d) The register of members including any overseas or local or other branch register of members may, after a notice has been given, in accordance with the Listing Rules and any other requirements of the Stock Exchange, by publication of an announcement or by other means (whether electronic means or otherwise) in such manner as may be accepted by the Stock Exchange or by advertisement in a newspaper to that effect, be closed for inspection at such times or for such periods as the Board may from time to time determine either generally or in respect of any class of Shares provided that the register shall not be closed for more than thirty days in any year (such period may be extended in respect of any year as the Members may by ordinary resolution determine provided that, subject to the Listing Rules, such period shall not be extended for a further period or periods exceeding thirty days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give notice in accordance with the procedures set out in this Article.	As added by Special Resolution passed on 17/6/2022 and as amended by Special Resolution passed on 4/6/2026 App A1 r. 20
	(e) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of Members entitled to receive notice of, or to vote at any general meeting of the Members or any adjournment or postponement thereof, or for the purpose of determining the Members entitled to	As added by Special Resolution passed on 4/6/2026

receive payment of any dividend or distribution, or in order to make a determination of Members for any other purpose.

Share certificates.	16.	Every person whose name is entered as a Member in the register shall be entitled to hold their Shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System or other system approved under the SFO and/or the USM Rules or otherwise approved by the SFC or the Stock Exchange, as applicable, in compliance with the Listing Rules and other applicable laws, rules and regulations. The Company shall comply with all applicable laws, rules 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. A Member shall only be entitled to a share certificate if the Board resolves that share certificates be issued, 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 several joint holders shall be sufficient delivery to all such holders. All certificates for Shares shall be delivered personally or sent through the post addressed to the Member entitled thereto at his registered address as appearing in the register.	As amended by Special Resolutions passed on 20/6/2000, 1/6/2012 & 4/6/2026
Share Certificate to be sealed.	17.	Every certificate, if issued, for Shares or debentures or representing any other form of security of the Company shall be issued under the common seal or any duplicate seal of the Company, which shall only be affixed or imprinted to a share certificate with the authority of the Board.	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026
Every certificate to specify number of Shares.	18.	Every share certificate, if issued, shall specify the number of Shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be and may otherwise be in such form as the Directors may from time to time prescribe. Each share certificate shall relate to only one class of Shares.	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026
Joint holders.	19.	If any Share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the Share.	As amended by Special Resolution passed on 1/6/2012

Replacement
of share
certificates.

20. If a share certificate is defaced, worn out, lost or destroyed, it may be replaced on payment of such sum as the Board may from time to time require and on such terms and conditions (if any) as to evidence and indemnity and to the payment to the Company of such costs and out-of-pocket expenses as the Directors shall from time to time determine, and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation. 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.

As amended
by Special
Resolutions
passed on
20/6/2000,
17/6/2022 &
4/6/2026

Lien

Company's
lien.

Lien extends
to dividends
and bonuses.

21. The Company shall have a first and paramount lien on every Share (not being a fully paid up Share) for all moneys, whether presently payable or not, called for payment at a fixed time in respect of such Share; and the Company shall also have a first and paramount lien and charge on all Shares (other than fully paid up Shares) standing registered in the name of a Member (whether solely or jointly with others) for all the debts and liabilities of such Member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such Member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether such person is a Member or not. The Company's lien (if any) on a Share shall extend to all dividends and bonuses declared in respect thereof. The Directors may resolve that any Share shall for some specified period be exempt wholly or partially from the provisions of this Article.

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

Sale of
Shares
subject to
lien.

22. The Company may sell in such manner as the Directors think fit any Shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

intention to sell in default, shall have been given to the registered holder for the time being of the Shares or the person entitled to the Shares by reason of such holder's death, mental disorder, bankruptcy or winding-up.

Application of proceeds of such sale.	23.	The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the Shares prior to the sale) be paid to the person entitled to the Shares at the time of the sale. For giving effect to any such sale, the Directors may authorise some person to transfer the Shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the Shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.	As amended by Special Resolution passed on 1/6/2012
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Calls on Shares

Calls.	24.	The Directors may from time to time make such calls as they may think fit upon the Members in respect of any monies unpaid on the Shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments.	As amended by Special Resolution passed on 1/6/2012
Instalments.			
Notice of call.	25.	At least fourteen days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.	As amended by Special Resolution passed on 4/6/2026
Copy of notice to be sent to Members.	26.	A copy of the notice referred to in Article 25 shall be sent to Members in the manner in which notices may be sent to Members by the Company as provided in Article 165.	As amended by Special Resolution passed on 4/6/2026
Every Member liable to pay call at appointed time and place.	27.	Every Member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places and in such manner as the Directors shall appoint.	As amended by Special Resolution passed on 4/6/2026
	28.	(Deleted by a Special Resolution passed on 4th June, 2026)	
When call deemed to have been made.	29.	A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.	

Liability of joint holders.	30.	The joint holders of a Share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such Share or other moneys due in respect thereof.	As amended by Special Resolution passed on 1/6/2012
Board may extend time fixed for call.	31.	The Directors may from time to time at their discretion extend the time fixed for any call, and may extend such time as to all or any of the Members, whom from residence outside Hong Kong or other cause the Directors may deem entitled to any such extension but no Member shall be entitled to any such extension as a matter of grace and favour.	
Interest on unpaid calls.	32.	If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the person or persons from the sum is due shall pay interest on the same at such rate not exceeding twenty per cent per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.	
Suspension of privileges while call unpaid.	33.	No Member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another Member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a Member until all calls or instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.	
Evidence in action for call.	34.	On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the register as the holder, or one of the holders, of the Shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the Member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	As amended by Special Resolution passed on 1/6/2012
Sums payable on allotment deemed a call.	35.	Any sum which by the terms of allotment of a Share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the Share and/or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment all	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026

the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified. The Directors may on the issue of Shares differentiate between the allottees or holders as to the amount of calls to be paid and the time of payment.

Payment
of calls in
advance.

36. The Directors may, if they think fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) as the Directors may decide provided however that until such a call is made any payment made in advance of a call shall not be deemed to have been paid up on a Share for the purpose of determining entitlements to dividends or the exercise of any other rights or privileges attributable to ownership of Shares. The Directors may at any time repay the amount so advanced upon giving to such Member not less than one month's notice in writing of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.

As amended
by Special
Resolution
passed on
1/6/2012

Transfer of Shares

Form of
transfer.

37. (a) Subject to these Articles, transfers of Shares may be effected by instrument in writing in the usual common form or in any standard form of transfer which the Directors may approve and may be under hand or otherwise as the Directors may think fit and accept. All instruments of transfer must be left at the Registration Office or at such other place as the Directors may appoint and all such instruments of transfer shall be retained by the Company.
- (b) Notwithstanding the provisions of sub-paragraph (a) above, for so long as any Shares are listed on the Stock Exchange, titles to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed Shares. The register of members in respect of the listed Shares (whether the register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to

As amended
by Special
Resolutions
passed on
30/9/1991,
1/6/2012,
17/6/2022 &
4/6/2026

As added by
Special
Resolution
passed on
4/6/2026

such listed Shares. Subject to the Act and all applicable laws and regulations, including the SFO and the 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 the Stock Exchange or the SFC.

Execution
of transfer.

38. (a) Subject to the Act and all applicable laws and regulations, including the SFO and the 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 the Stock Exchange or the SFC, without the need for a written instrument of transfer. For certificated Shares, the instrument of transfer of any Share shall be executed by or on behalf of the transferor and transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any Share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee provided that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of allotment of any Share by the allottee in favour of some other person.

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

- (b) Notwithstanding Articles 37 and 38(a), transfers of Share which are listed on the Stock Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules, the SFO and/or the USM Rules and which has been approved by the Board for such purpose.

As added by
Special
Resolution
passed on
4/6/2026

Directors
may refuse
to register
a transfer.

39. The Board may, if allowed under the Listing Rules and subject to the Act, and without assigning any reason, refuse to register a transfer of any Share (not being a fully paid up Share) to a person of whom it does not approve, and it may

As amended
by Special
Resolutions
passed on
1/6/2012 &
17/6/2022

also refuse to register the transfer of any Share issued under any share incentive scheme for employees which is subject to a subsisting restriction on transfer imposed under the scheme and may also refuse to register any transfer of any Share to more than four joint holders or any transfer of any Share (not being a fully paid up Share) on which the Company has a lien.

Notice of refusal.	40.	If the Board shall refuse to register a transfer of any Share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.	As amended by Special Resolution passed on 1/6/2012
Requirements as to transfer.	41.	The Directors may also decline to recognise any instrument of transfer unless:-	As amended by Special Resolution passed on 1/6/2012
	(i)	a fee of such sum (not exceeding such maximum amount as may from time to time be permitted under the rules prescribed by the Stock Exchange) as the Directors may from time to time determine is paid to the Company for registering, if necessary, such documents relating to or affecting the title to any Share, or for otherwise making or noting any entry in the register relating to any Share;	As amended by Special Resolution passed on 20/6/2000
	(ii)	where the transfer is effected by an instrument of transfer, the instrument of transfer is lodged with the Company accompanied by the certificate (if any) for the Shares to which it relates (which shall upon registration of the transfer be cancelled), and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;	As amended by Special Resolution passed on 4/6/2026
	(iii)	where the transfer is effected by an instrument of transfer, the instrument of transfer is in respect of only one class of Share;	As amended by Special Resolution passed on 4/6/2026
	(iv)	where the transfer is effected by an instrument of transfer, the instrument of transfer is properly stamped (if necessary);	As amended by Special Resolution passed on 4/6/2026
	(v)	in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four; and	As added by Special Resolution passed on 4/6/2026

	(vi)	the Shares concerned are free of any lien in favour of the Company.	As added by Special Resolution passed on 4/6/2026
No transfer to an infant etc.	42.	No transfer shall be made to an infant or to a person in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs or under other legal disability.	As amended by Special Resolution passed on 4/6/2026
Certificate of transfer.	43.	Upon every transfer of Shares the certificate (if one has been issued) held by the transferor shall be given up to be cancelled accordingly, and a new certificate shall, upon request by the transferee and subject to the Board resolving to issue share certificates pursuant to Article 16, be issued without charge to the transferee in respect of the Shares transferred to him, and if any of the Shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall, subject to the Board resolving to issue share certificates pursuant to Article 16, be issued to him, upon request by the transferor and on payment by the transferor of such fee not exceeding the maximum amount as may from time to time be prescribed by the ASR Code or the Stock Exchange (as the case may be) to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026
When transfer books may be closed.	44.	The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine in accordance with Article 15(d), provided always that such registration shall not be suspended for more than in the whole thirty days in any year or, with the approval of the Company in general meeting, not more than sixty days in the whole in any year.	As amended by Special Resolution passed on 17/6/2022 App A1 r. 20

Transmission of Shares

Death of registered holder or of joint holder of Shares.	45.	In the case of the death of a Member, the survivor or survivors where the deceased was a joint holder and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the Shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any Share solely or jointly held by him.	As amended by Special Resolution passed on 1/6/2012
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Registration of personal representatives and trustee in bankruptcy.	46.	Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, either be registered himself as holder of the Share or elect to have some person nominated by him registered as the transferee thereof.	As amended by Special Resolution passed on 1/6/2012
Notice of election to be registered. Registration of nominee.	47.	If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such Share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers or Shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.	As amended by Special Resolution passed on 1/6/2012
Retention of dividends, etc., until transfer or transmission of Shares of a deceased or bankrupt Member.	48.	A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share. However, the Directors may, if they think fit, withhold the payment of any dividend payable or other advantages in respect of such Share until such person shall become the registered holder of the Share or shall have effectually transferred such Share, but, subject to the requirements of Article 86 being met, such a person may vote at meetings.	As amended by Special Resolution passed on 1/6/2012

Forfeiture of Shares

If call or instalment not paid notice may be given.	49.	If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 33, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	
Form of notice.	50.	The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which, the place where, and the manner in which, the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place and in the manner	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026

appointed, the Shares in respect of which the call was made will be liable to be forfeited. The Board may accept a surrender of any Share liable to be forfeited hereunder and in such case, references in these Articles to forfeiture shall include surrender.

If notice not complied with Shares may be forfeited.	51.	If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited Share, and not actually paid before the forfeiture.	As amended by Special Resolution passed on 1/6/2012
Forfeited Shares to be deemed property of company.	52.	Any Share so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.	As amended by Special Resolution passed on 1/6/2012
Arrears to be paid notwithstanding forfeiture.	53.	A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares but shall, nevertheless, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the Shares, together with (if the Directors shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty per cent per annum as the Directors may prescribe, and the Directors may enforce the payment thereof if they think fit, and without any deduction or allowance for the value of the Shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares. For the purposes of this Article any sum which, by the terms of issue of a Share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the Share or by way of premium, shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026
Evidence of forfeiture.	54.	A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a Share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against	As amended by Special Resolution passed on 1/6/2012

all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of and he shall thereupon be registered as the holder of the Share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

Notice after forfeiture.	55.	When any Share shall have been forfeited, notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register. Notwithstanding the above, no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026
Power to redeem forfeited Shares.	56.	Notwithstanding any such forfeiture as aforesaid the Directors may at any time, before any Share so forfeited shall have been sold, re-allotted, or otherwise disposed of, permit the Share forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the Share, and upon such further terms (if any) as they think fit.	As amended by Special Resolution passed on 1/6/2012
Forfeiture not to prejudice Company's right to call or instalment.	57.	The forfeiture of a Share shall not prejudice the right of the Company to any call already made or instalment payable thereon.	As amended by Special Resolution passed on 1/6/2012
Forfeiture for non-payment of any sum due on Shares.	58.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	As amended by Special Resolution passed on 1/6/2012

Stock

- 59. (Deleted by a Special Resolution passed on 4th June, 2026)
- 60. (Deleted by a Special Resolution passed on 4th June, 2026)
- 61. (Deleted by a Special Resolution passed on 4th June, 2026)
- 62. (Deleted by a Special Resolution passed on 4th June, 2026)

Alteration of Capital

- | | | | |
|-----|-----|--|---|
| 63. | (a) | The Company may from time to time by ordinary resolution:- | As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026 |
| | | (i) | consolidate and divide all or any of its share capital into Shares of a larger amount than its existing Shares, on any consolidation of fully paid Shares into Shares of a larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of Shares to be consolidated determine which particular Shares are to be consolidated into each consolidated Share, and if it shall happen that any person shall become entitled to fractions of a consolidated Share or Shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the Shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated Share or Shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit; |
| | | (ii) | cancel any Shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the Shares so cancelled subject to the provisions of the Act; and |
| | | (iii) | sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Act, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights, over, or may have such deferred rights or be |

Consolidation and division of capital and sub-division and cancellation of Shares.

subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares.

Reduction of capital.

- (b) The Company may by special resolution reduce its share capital, any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Act.

As amended by Special Resolution passed on 17/6/2022

Borrowing Powers

Power to borrow.

64. The Directors may from time to time at their discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof.

Conditions on which money may be borrowed.

65. The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debts, liability or obligations of the Company or of any third party.

Assignment.

66. Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Special privileges.

67. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of Shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

As amended by Special Resolution passed on 1/6/2012

Register of charges to be kept.

68. (a) The Directors shall cause a proper register to be kept, in accordance with the provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise.

As amended by Special Resolution passed on 17/6/2022

Register of debentures or debenture

- (b) If the Company issues a series of debentures or debenture stock not transferable by delivery, the Directors shall cause a proper register to be kept of

stock.

the holders of such debentures.

Mortgage
of uncalled
capital.

69. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the Members or otherwise, to obtain priority over such prior charge.

General Meetings

When annual
general
meeting to
be held.

70. The Company shall hold a general meeting as its annual general meeting for each financial year and shall specify the meeting as such in the notices calling it; and such annual general meeting must be held within six months after the end of the Company's financial year. The annual general meeting shall be held at such time and place (which, in the case of an electronic meeting or a hybrid meeting, includes a virtual place) as the Directors shall appoint.

As amended
by Special
Resolutions
passed on
17/6/2022 &
4/6/2026

App A1
r. 14(1)

Extraordinary
general meeting.

71. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Form of
general meeting.

- 71A. Subject to the requirements for convening physical meeting under Article 72, all general meetings (including any annual general meeting, any extraordinary general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 76A or as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.

As added by
Special
Resolution
passed on
17/6/2022 &
as amended by
Special
Resolution
passed on
4/6/2026

Convening of
extraordinary
general meeting.

72. The Directors may, whenever they think fit, convene an extraordinary general meeting. One or more Members holding, as at the date of deposit of the requisition, Shares in aggregate not less than one-tenth of the voting rights (excluding any voting rights attached to any Shares held as treasury shares), on a one vote per Share basis, in the issued share capital of the Company may also make a written requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting. Such requisition shall be made in writing to the Board or the Secretary for the purpose requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and deposited at the head office in the relevant territories or, in the event the Company ceases to have such a head office, the registered office of the Company, specifying the objects of the meeting and the resolution(s) to be

As amended
by Special
Resolutions
passed on
1/6/2012,
17/6/2022 &
4/6/2026

App A1
r. 14(5)

added to the meeting agenda, and signed by the requisitionists. If the Directors do not within twenty-one days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further twenty-eight days, the requisitionists themselves may convene a physical meeting at only one location which will be the Principal Meeting Place provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors shall be reimbursed to the requisitionists by the Company.

Notice of meetings.

73. Subject to such other minimum period as may be specified in the Listing Rules from time to time: (a) an annual general meeting shall be called by not less than twenty-one days' notice; and (b) a meeting other than an annual general meeting shall be called by not less than fourteen days' notice. The notice should be 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:

As amended by Special Resolutions passed on 5/6/2009, 17/6/2022 & 4/6/2026

App A1 r. 14(2)

- (A) specify the time and date of the meeting;
- (B) specify, save for an electronic meeting, the place of the meeting and if there are more than one Meeting Location as determined by the Board pursuant to Article 76A, the Principal Meeting Place;
- (C) if the general meeting (including any such adjourned meeting or postponed meeting) is to be held in the form of a hybrid meeting or an electronic meeting, include a statement to that effect and specify details of the electronic facilities to be utilized for attendance and participation by electronic means at the meeting (which electronic facilities may vary from time to time and from meeting to meeting as the Board may in its absolute discretion deem fit) or where such details will be made available by the Company prior to the meeting; and
- (D) in case of special business, particulars of the resolutions to be considered at the meeting and the general nature of that business.

The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the

intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all Members other than the Member, under the provisions of these Articles or the terms of issue of the Shares they hold, are not entitled to receive such notices from the Company.

Notwithstanding that a meeting of the Company is called by shorter notice than that specified in this Article, it shall be deemed to have been duly called if it is permitted by the Listing Rules and is so agreed:

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

As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026

The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 76C) at which electronic facilities will be utilized (including any electronic meeting or hybrid meeting) shall specify the electronic facilities that will be utilized, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilize such electronic facilities for the purpose of attending, participating and voting at such meeting.

As added by Special Resolution passed on 4/6/2026

Notice of resolutions and/or supporting statement.

- 73A. (a) Any one or more Members holding at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights, on a one vote per Share basis, in the share capital of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require the Board (i) to give to Members entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and/or (ii) to circulate to Members entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

As added by Special Resolution passed on 17/6/2022

App A1 r. 14(5)

(b) Notice of any such intended resolution referred to in paragraph (a) above shall be given, and any such statement shall be circulated, to Members entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Member in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Member by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

As added by
Special
Resolution
passed on
17/6/2022

(c) The Company shall not be bound under paragraphs (a) and (b) above to give notice of any resolution and/or to circulate any statement unless:

As added by
Special
Resolution
passed on
17/6/2022

(i) a copy of the requisition signed by the requisitionist(s), or two or more copies which between them contain the signatures of all the requisitionist(s), is deposited at the head office (1) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and (2) in the case of any other requisition, not less than one week before the meeting; and

(ii) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto,

provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the head office, an annual general meeting is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the time required by this Article shall be deemed to have been properly deposited for the purposes thereof.

Omission to
give notice.

74. (a) The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any

resolution passed or any proceeding at any such meeting.

- (b) In case where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Proceedings at General Meetings

Special
business.

Business of
annual general
meeting.

75. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, making a call in accordance with the provisions of these Articles, the reading, considering and adopting of the financial statements and the reports of the Directors and Auditors and other documents required to be annexed to the financial statements, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration of the Directors.

As amended
by Special
Resolution
passed on
17/6/2022

Quorum.

76. The quorum for the transaction of the business of a general meeting shall be three Members present in person or by proxy, or such lesser number as may from time to time constitute all the Members of the Company so present, provided always that if the Company has only one Member of record, the quorum shall be that one Member present in person or by proxy.

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

For quorum purposes only, where a Member is a recognised clearing house (or its nominee(s)), two persons appointed by the recognised clearing house as its authorised representatives or proxies shall be deemed to constitute a quorum for all purposes of the meeting.

No business, other than the appointment of the Chairman of General Meeting, shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business. Subject to Articles 76A and 76B, any Member or proxy attending and participating in a physical meeting, or an electronic meeting or a hybrid meeting by means of electronic facilities in accordance with the meeting notice is deemed to be present in person at the meeting and shall be counted in the quorum of the meeting.

Holding of meeting at one or more locations or as hybrid meeting.

76A. (a) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by specific mean(s) in addition to or in lieu of (as the case may be) physical attendance at the Principal Meeting Place, whether by simultaneous attendance and participation by means of electronic facilities at such location or locations (the “Meeting Location(s)”) or otherwise determined by the Board at its absolute discretion. Any Member or its proxy or representative in case of a corporation attending and participating in such way 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.

As added by Special Resolution passed on 17/6/2022 and as amended by Special Resolution passed on 4/6/2026

(b) All general meetings are subject to the following, and where appropriate, all references to a Member or Members in this paragraph shall include a proxy or proxies respectively:

As added by Special Resolution passed on 17/6/2022 and as amended by Special Resolution passed on 4/6/2026

(i) Where a Member present in person or by proxy or representative in case of a corporation is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(ii) Member present in person or by proxy or representative in case of a corporation at a Meeting Location and/or participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings shall be valid provided that the Chairman of General Meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members or proxies or representatives in case of a corporation 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;

- (iii) Where Members or proxies or representatives in case of a corporation attend a meeting by being present at one of the Meeting Locations and/or where Members or proxies or representatives in case of a corporation 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 or proxies or representatives in case of a corporation 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 thereat, or any business conducted thereat or any action taken pursuant to such business provided that there is a quorum present throughout the meeting;
- (iv) If any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging instruments appointing proxies shall be as stated in the notice for the meeting; and
- (v) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 76C, 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.

As added by
Special
Resolution
passed on
4/6/2026

Communication facilities.

76B. The Board and, at any general meeting, the Chairman of General 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 participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a Member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or an electronic meeting or a hybrid meeting by means of electronic facilities; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting. Any Member or proxy attending and participating in such way (whether by attending and participating in a physical meeting, or 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.

As added by Special Resolution passed on 17/6/2022 and as amended by Special Resolution passed on 4/6/2026

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r.14(6)

76C. If it appears to the Chairman of General Meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 76A(a) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting and these Articles; or

As added by Special Resolution passed on 17/6/2022 and as amended by Special Resolution passed on 4/6/2026

- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting; or
- (e) it is not possible to secure the proper and orderly conduct of the meeting,

then in each case, without prejudice to any other power which the Chairman of General Meeting may have under these Articles or at common law, the Chairman of General Meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

- 76D. The Board and, at any general meeting, the Chairman of General Meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of General Meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or removed (physically or electronically) from the meeting.

As added by
Special
Resolution
passed on
17/6/2022

- 76E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment or postponement of a meeting but before the adjourned meeting or postponed meeting is held (whether or not notice of the adjourned meeting or postponed meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or

As added by
Special
Resolution
passed on
17/6/2022 &
as amended
by Special
Resolution
passed on
4/6/2026

undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, it may (a) postpone or change the meeting to another date and/or time and/or (b) change the place and/or the electronic facilities and/or mode of the meeting (including, without limitation, a physical meeting, an electronic meeting or a hybrid meeting), without approval of 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 such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a Bad Weather Signal or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (i) when either (1) a meeting is postponed or changed, or (2) there is a change in the place and/or electronic facilities and/or mode of the meeting, the Company (A) shall endeavour to publish a notice of such postponement or change on the Company's Website and the Stock Exchange's website as soon as reasonably practicable (provided that failure to publish such a notice shall not affect the automatic postponement or automatic change of such meeting); (B) when only the mode of the meeting or electronic facilities specified in the notice is/are changed, shall notify the Members of the details of such change in such manner as the Board may determine; and (C) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting or included in the notice published on the Company's Website above, shall fix the date, time, place, mode and/or electronic facilities (where applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine, and specify the date and time by which instruments appointing proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any instrument appointing proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new instrument appointing proxy), and shall give the Members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and

	(ii)	only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.	
	76F.	All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 76C, 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.	As added by Special Resolution passed on 17/6/2022 & as amended by Special Resolution passed on 4/6/2026
	76G.	Without prejudice to other provisions in Articles 76A to 76F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as determined by the Board as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.	As added by Special Resolution passed on 17/6/2022
When if quorum not present meeting to be dissolved and when to be adjourned.	77.	Subject to Article 76C, if within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week (or if it is not a business day, to the next business day) and at such time and (where applicable) such place(s) and in such mode and manner referred to in Article 73 as shall be decided by the Directors, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present in person shall be a quorum and may transact the business for which the meeting was called.	As amended by Special Resolutions passed on 17/6/2022 & 4/6/2026
Participation of Directors.	77A.	Each Director shall be entitled to attend and speak at any general meetings of the Company and at any separate meetings of the holders of any class of securities of the Company. The Directors may participate in any general meetings of the Company or any meetings of the holders of any class of securities of the Company by means of electronic facilities.	As added by Special Resolution passed on 5/6/2009 and as amended by Special Resolution passed on 17/6/2022

Chairman
of General
Meeting.

78. The Chairman of the Board (if any) shall preside as Chairman of General Meeting at every general meeting. If there is no such Chairman of the Board or, if at any general meeting such Chairman of the Board shall not be physically present within five minutes after the time appointed for holding such meeting or if he declines to act as Chairman of General Meeting or under his authorization, a Vice-Chairman of the Board (if any) shall preside as Chairman of General Meeting at every general meeting. If there is no such Chairman of the Board or Vice-Chairman of the Board, or if neither of them is physically present within five minutes after the time appointed for holding the meeting, or if all of them decline to act as Chairman of General Meeting, the Directors present shall choose one of their number to act, or if only one Director is present he shall preside as Chairman of General Meeting if willing to act. If no Director is present, or if all the Directors present decline to take the chair, the Members present and entitled to vote shall choose one of their own number to be Chairman of General Meeting. The Chairman of General Meeting shall be entitled to attend and participate at such general meeting by means of electronic facilities, in which the Chairman of General Meeting shall be deemed to be present at the meeting. Where the Chairman of General Meeting is attending the meeting by means of electronic facilities, but such electronic facilities are interrupted or fail for any reason to enable the Chairman of General Meeting to hear and be heard by all other persons participating at the meeting, then the other Directors present at the meeting shall choose another Director present to act as Chairman of General Meeting for the remainder of the meeting; provided that (i) if no other Director is present at the meeting; or (ii) if all the Directors present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.

As amended
by Special
Resolutions
passed on
1/6/2012,
17/6/2022 &
4/6/2026

Power to adjourn
or postpone
general meeting,
business of
adjourned
meeting or
postponed
meeting.

79. Subject to Article 76A, the Chairman of General Meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn or postpone any meeting from time to time (or indefinitely) and/or from place(s) to place(s) and/or from one mode (a physical meeting, an electronic meeting or a hybrid meeting) to another as the meeting shall determine. Whenever a meeting is adjourned or postponed for fourteen days or more, at least seven clear days' notice, specifying the details as set out in Article 73 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

As amended
by Special
Resolutions
passed on
1/6/2012,
17/6/2022 &
4/6/2026

nature of the business to be transacted at the adjourned meeting or postponed meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or postponement of the business to be transacted at any adjourned meeting or postponed meeting. No business shall be transacted at any adjourned meeting or postponed meeting other than the business which might have been transacted at the meeting from which the adjournment or adjournment took place.

Method of
voting.

80. At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the Chairman of General Meeting may, in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a recognised clearing house (or its nominees), each such proxy shall have one vote on a show of hands.

As amended
by Special
Resolutions
passed on
5/6/2009,
1/6/2012 &
4/6/2026

For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the notice of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the duties of the Chairman of General Meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views or such other matters as may be set out in the Listing Rules from time to time. 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 General Meeting may determine.

Where a show of hands is allowed by the Chairman of General Meeting, before or on the declaration of the result of the show of hands, a poll may be demanded:-

- (i) by at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
- (ii) by any Member or Members present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or

- (iii) by any Member or Members present in person or by proxy and holding Shares conferring a right to 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.

Where a show of hands is allowed by the Chairman of General Meeting, unless a poll is so demanded and the demand is not withdrawn, a declaration by the Chairman of General Meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Poll.

- 81. A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and by such means (electronic or otherwise) at such time (not being more than thirty days from the date of the meeting or adjourned meeting or postponed meeting at which the resolution put to the vote of the meeting) and (where applicable) such place(s) and in such mode and manner, as the Chairman of General Meeting directs. No notice need be given of a poll not taken immediately unless the Chairman of General Meeting determined otherwise. The result of the poll, whether or not declared by the Chairman of General Meeting or any adjourned meeting or postponed meeting thereof, shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The poll results, as recorded in the scrutineer's certificate and signed by the scrutineer, shall be the conclusive evidence of such resolution of the meeting without proof. The demand for a poll may be withdrawn, with the consent of the Chairman of General Meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.

As amended
by Special
Resolutions
passed on
5/6/2009,
1/6/2012,
17/6/2022 &
4/6/2026

In what case
poll taken
without
adjournment.

- 82. Any poll voting on the election of a Chairman of General Meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

As amended
by Special
Resolutions
passed on
5/6/2009 &
1/6/2012

Chairman to have casting vote.	83.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of General Meeting shall be entitled to a second or casting vote. In the case of any dispute as to the admission or rejection of any vote the Chairman of General Meeting shall determine the same, and such determination shall be final and conclusive.	As amended by Special Resolutions passed on 5/6/2009, 1/6/2012 & 4/6/2026
Business may proceed notwithstanding demand for poll.	84.	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded, and it may be withdrawn with the consent of the Chairman of General Meeting at any time before the close of the meeting or the taking of the poll, whichever is the earlier.	As amended by Special Resolutions passed on 5/6/2009 & 1/6/2012
Written resolutions.	84A.	A resolution in writing (in one or more counterparts), including a special resolution, signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.	As added by Special Resolution passed on 4/6/2026

Votes of Members

Right to speak and vote.	84B.	All Members who is present in person or by proxy shall have the right to (i) speak at a general meeting; and (ii) 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.	As added by Special Resolution passed on 17/6/2022 & as amended by Special Resolution passed on 4/6/2026 App A1 r. 14(3)
Votes of Members.	85.	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares or pursuant to the Listing Rules, at any general meeting: (a) on a show of hands every Member who is present in person shall have one vote; and (b) on a poll every Member present in person or by proxy shall have one vote for every fully-paid Share of which he is the holder and have for every partly-paid Share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up thereon bears to the nominal value of the Share but no amount paid or credited as paid up on a Share in advance of calls or	As amended by Special Resolutions passed on 5/6/2009, 1/6/2012, 17/6/2022 & 4/6/2026 App A1 r. 18

instalments shall be treated for the purposes of these Articles as paid up on the Share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. On a poll a Member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Votes in respect of deceased and bankrupt Members.

86. Any person entitled under Article 46 to be registered as a Shareholder may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least forty-eight hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposed to vote or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, not less than forty-eight hours before the time appointed for the taking of the poll, he shall satisfy the Directors of his right to be registered as the holder of such Shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

As amended by Special Resolutions passed on 1/6/2012, 17/6/2022 & 4/6/2026

Votes of joint holders.

87. Where there are joint registered holders of any Share, any one of such persons may 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 the vote of one of the said persons so present whose name stands first on the register in respect of such Share shall be accepted to the exclusion of the votes of the other joint holder(s). Several executors or administrators of a deceased Member in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof.

As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026

Votes of Member of unsound mind.

88. A Member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy and may otherwise act and be treated as if he were the registered holder of such Shares for the purposes of general meetings, provided that at least forty-eight hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which such person proposed to vote or, in the case of a poll taken

As amended by Special Resolutions passed on 5/6/2009, 1/6/2012 & 4/6/2026

subsequent to the date of a meeting or adjourned meeting or postponed meeting, not less than forty-eight hours before the time appointed for the taking of the poll, he shall provide such evidence as the Board may request and satisfy the Board of the authority of such person or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Qualification
for voting.

89. (a) Save as expressly provided in these Articles, no person other than a Member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his Shares shall be entitled to be present or to vote (save as proxy for another Member) either personally or by proxy, or to be reckoned in a quorum, at any general meeting.

As amended
by Special
Resolution
passed on
1/6/2012

(b) Subject to Article 89(c), no objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or postponed 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 General Meeting, whose decision shall be final and conclusive.

As amended
by Special
Resolutions
passed on
1/6/2012,
17/6/2022 &
4/6/2026

Counting of
votes.

(c) Notwithstanding the generality of the foregoing, where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

As added
by Special
Resolution
passed on
28/5/2004 &
as amended
by Special
Resolution
passed on
17/6/2022

App A1
r. 14(4)

Proxies.

90. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy or by a duly authorised representative in the case of a corporation. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion provided that if more than one person is so authorised, the instrument of proxy shall (for Member not being a recognized clearing house) state which proxy is entitled to vote on a show of hands and shall specify the number and class of Shares in respect of which each such person is so authorised to exercise the related votes and the total

As amended
by Special
Resolutions
passed on
5/6/2009 &
4/6/2026

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r. 18

number of such Shares shall not be more than the shareholding of such member.

Instrument appointing proxy to be in writing.

91. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

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r. 18

Appointment of proxy must be deposited.

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

As added by
Special
Resolution
passed on
4/6/2026

- (b) 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 the registered office of the Company or at such other place as is specified in or by way of a note to or in any document accompanying the notice convening the meeting or in any notice of any adjournment or postponement or, in either case, in the instrument of proxy issued by the Company, or if the Company has provided an electronic address in accordance with Article 92(a), shall be received at the electronic address so specified, not less than forty-eight hours (or such longer period as the Directors may decide but not more than the maximum limit as may from time to time be permitted by the Act) before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, not less than forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid and the appointee under such instrument of proxy shall not be entitled to vote in respect of the Shares in question, provided always that (i) the Chairman of General Meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of written confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company; and (ii) the Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve months from such date. Delivery of any instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As amended
by Special
Resolutions
passed on
20/6/2000,
5/6/2009,
17/6/2022 &
4/6/2026

Form of proxy.	93.	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Directors may from time to time approve provided that, in any event, such form shall include a provision whereby the Shareholder may, if he so elects, indicate whether his proxy is directed to vote for or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) the resolution in question.	As amended by Special Resolution passed on 4/6/2026
Authority under instrument appointing proxy.	94.	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority to demand or join in demanding a poll and to vote on any resolution (including any amendment to a resolution) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates, provided that the meeting was originally held within twelve months from such date.	As amended by Special Resolutions passed on 5/6/2009, 1/6/2012, 17/6/2022 & 4/6/2026
When vote by proxy valid though authority revoked.	95.	A vote given or a poll demanded by a proxy in accordance with the terms of an instrument of proxy 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 registered office, or at such other place as is referred to in Article 92, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, at least two hours before the time appointed for the taking of the poll at which the instrument appointing proxy is used.	As amended by Special Resolutions passed on 1/6/2012, 17/6/2022 & 4/6/2026
Corporation acting by representatives at meetings.	96.	(i) Any corporation which is a Member may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual Member and where a corporation is so represented, it shall be treated as being present at any meeting in person; and (ii) Where a recognised clearing house or its nominee(s) is a holder of any securities of any one class of the	As amended by Special Resolutions passed on 23/9/1993 & 4/6/2026 App A1 r. 18 As added by Special Resolution

Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meetings of the Company or any meetings of any class of holders of any securities of the Company, as the case may be, provided that, if more than one person is so authorised, the instrument appointing proxy(ies) or authorisation must specify the number and class of securities of the Company in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarized authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same rights and powers specified in such authorisation on behalf of the recognised clearing house or its nominee(s) as that clearing house or its nominee(s) could exercise as if it were an individual holder of any securities of the Company holding the number and class of Shares specified in such instruments appointing proxy(ies) or authorisation, including the right to speak and vote individually on a show of hands or on a poll, notwithstanding any contrary provision contained in these Articles.

passed on
23/9/1993
and as
amended
by Special
Resolutions
passed on
27/5/2003,
5/6/2009 &
4/6/2026

App A1
r. 19

Registered Office

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| Registered Office. | 97. The registered office of the Company shall be at such place in the Cayman Islands as the Directors shall from time to time appoint. |
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Board of Directors

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| Constitution. | 98. The number of Directors shall not be less than three. The Directors shall cause to be kept a register of the Directors and Officers, and there shall be entered therein the particulars required by the Act. |
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As amended
by Special
Resolution
passed on
17/6/2022

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| Board may fill vacancies and appoint additional director. | 99. The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed by the Board (whether to fill a casual vacancy or as an addition to the Board) shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors to retire by rotation at |
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As amended
by Special
Resolutions
passed on
5/6/2009 &
1/6/2012

App A1
r. 4(2)

such meeting.

Alternate
Directors.

100. (a) A Director may at any time by notice in writing delivered to the Office or the head office in the relevant territories or at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment.

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

- (b) The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director, but for the avoidance of doubt, such alternate Director or any other person may be re-appointed or appointed by the said Director to serve as an alternate Director, and provided always that, if at any meeting any Director retires but is re-elected at the same meeting, any appointment of alternate Director by such Director pursuant to this Article 100 which was in force immediately before his retirement shall remain in force as if he had not retired.
- (c) An alternate Director shall be entitled to receive notices of meetings of the Directors (or meetings of a committee of the Board to whom his appointor is a member) and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purpose of the proceedings at such meeting as alternate for more than one Director his voting rights shall be cumulative. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as an alternate (in addition to his own vote if he is also a Director). If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he needs not use all his votes or cast all the votes he uses in the same way. If his appointor is for the time being not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such

extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles, save as aforesaid and insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed as the alternate, in which case he shall be responsible to the Company for his acts and defaults.

- (d) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

Qualification
of Directors.

101. A Director need not hold any qualification Shares. No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.

As amended
by Special
Resolution
passed on
1/6/2012

Directors'
remuneration.

102. (a) The Directors shall be entitled to by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or, failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall rank in such division only in proportion to the time during the period for which he has held office.
- (b) The Company shall not make to any Director or past Director any payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office, without particulars

with respect to the proposed payment (including the amount thereof) being disclosed to the Members and the proposal being approved by the Company in general meeting.

Directors' expenses. 103. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses of travelling to and from any board meeting, committee meeting or general meeting or otherwise incurred whilst engaged on the business of the Company.

Special remuneration. 104. The Board may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to the Company provided that no Director shall be entitled to vote in respect of any such arrangement in which he is interested. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may be arranged.

Remuneration of Managing Directors, etc. 105. Notwithstanding the foregoing, the remuneration of a Managing Director, Deputy Managing Director or other Executive Director or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Directors and may be by way of salary, commission, or participation in profit or otherwise or by all or any of those modes and with such other benefits (including share options, pension and/or gratuity and/or other benefit on retirement) and allowance as the Directors may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.

As amended
by Special
Resolution
passed on
1/6/2012

When office of Director to be vacated. 106. (a) A director shall vacate his office:-

(i) If he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors.

(ii) If he becomes a lunatic or of unsound mind.

(iii) If he absents himself from the meetings of the Board during a continuous period of six months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office.

		(iv)	If he becomes prohibited from being a Director by reason of any order made by any court of competent jurisdiction.	
		(v)	If by notice in writing delivered to the Company at the Office or the head office in the relevant territories he resigns his office.	As amended by Special Resolution passed on 1/6/2012
		(vi)	If he shall be removed from office by notice in writing served upon him signed by two-thirds of his co-Directors.	As amended by Special Resolution passed on 20/6/2000
		(vii)	If, having been appointed to an office under Article 108, he is dismissed or removed therefrom by the Board under Article 109.	
		(viii)	If he shall be removed from office pursuant to an ordinary resolution of the Company under Article 122.	As amended by Special Resolution passed on 28/5/2004
		(b)	No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.	
Directors may contract with Company.	107.	(a)	(i) No Director or intended Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall forthwith disclose the nature of his interest in any contract or arrangement in which he is interested.	As amended by Special Resolution passed on 28/5/2004
			(ii) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board	As amended by Special Resolutions

approving any contract or arrangement or proposal in which to his knowledge he or any of his Close Associates (and if required by the Listing Rules, his other Associates) has a material interest, but this prohibition shall not apply to any of the following matters namely:

passed on
28/5/2004 &
17/6/2022

- (a) any contract or arrangement for the giving to such Director or his Close Associates (and if required by the Listing Rules, his other Associates) any security or indemnity in respect of money lent by him or any of them to or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

As amended
by Special
Resolution
passed on
17/6/2022

- (b) any contract or arrangement for the giving by the Company or any of its subsidiaries of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) has guaranteed or secured in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security; or

As amended
by Special
Resolution
passed on
17/6/2022

- (c) any contract or arrangement by a Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) to subscribe for Shares, debentures or other securities of the Company issued or to be issued pursuant to any offer or invitation to Members or debenture holders of the Company or any class thereof or to the public or any section thereof and does not provide in respect of any Director or his Close Associates (and if required by the Listing Rules, his other Associates) as such any privilege or advantage not accorded to any other Members or debenture holders of the Company or any class thereof or to the public or any section thereof; or

As amended
by Special
Resolutions
passed on
1/6/2012 &
17/6/2022

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| <p>(d) any contract or arrangement or proposal concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) is or is to be interested as a participant in the underwriting or sub-underwriting of the offer; or</p> | <p>As amended by Special Resolution passed on 17/6/2022</p> |
| <p>(e) any contract or arrangement in which the Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) is interested in the same manner as other holders of Shares or debentures or other securities of the Company by virtue of his or their interest in Shares or debentures or other securities of the Company or by reason of other interest in or through the Company; or</p> | <p>As amended by Special Resolutions passed on 1/6/2012 & 17/6/2022</p> |
| <p>(f) any contract or arrangement or proposal concerning any other company in which the Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) is interested directly or indirectly whether as an officer or an executive or a shareholder holding shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights; or</p> | <p>As amended by Special Resolutions passed on 1/6/2012 & 17/6/2022</p> |
| <p>(g) any proposal or arrangement concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors (or their Close Associates) (and if required by the Listing Rules, their other Associates) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his Close Associates (and other Associates, as the case may be), as such any privilege or advantage which may not</p> | <p>As amended by Special Resolution passed on 17/6/2022</p> |

generally be accorded to the class of persons to which such scheme or fund relates; or

- (h) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) may benefit; or

As amended
by Special
Resolution
passed on
17/6/2022

- (i) any proposal or arrangement for the benefit of the employees of the Company or of any of its subsidiaries under which the Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) benefits in a similar manner as the employees and which does not accord to any Director or any of his Close Associates (and if required by the Listing Rules, his other Associates) as such any privilege or advantage not accorded to the employees to whom such arrangement relates; or

As amended
by Special
Resolution
passed on
17/6/2022

- (j) any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy for the benefit of any Director, officer or employee pursuant to these Articles.

If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of Board Meeting) or any of his Close Associates (and if required by the Listing Rules, his other Associates) or as to the entitlement of any Director (other than such Chairman of Board Meeting) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of Board Meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Close Associates

As amended
by Special
Resolutions
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1/6/2012 &
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(and other Associates, as the case may be) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of Board Meeting or his Close Associates (and other Associates, as the case may be), such question shall be decided by a resolution of the Board (for which purpose such Chairman of Board Meeting shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman of Board Meeting or his Close Associates (and other Associates, as the case may be) as known to such Chairman of Board Meeting has not been fairly disclosed to the Board.

For the avoidance of doubt:-

- (a) Where a company (other than a company which is a wholly owned subsidiary of the Company or a subsidiary or associated company of the Company in the voting equity capital of which neither the Director and/or his Close Associates (and if required by the Listing Rules, his other Associates) has any interests) in which a Director and/or any of his Close Associates (and if required by the Listing Rules, his other Associates) have an interest in any class of the voting equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then the Director and/or his Close Associates (and if required by the Listing Rules, his other Associates) shall also be deemed materially interested in such transaction; and

As amended
by Special
Resolutions
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- (b) a company shall be deemed to be a company in which a Director and/or any of his Close Associates (and if required by the Listing Rules, his other Associates) have an interest in any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company if and

As amended
by Special
Resolutions
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1/6/2012 &
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so long as (but only if and so long as) he and/or his Close Associates (and if required by the Listing Rules, his other Associates) is/are (either directly or indirectly) the holder(s) of or beneficially interested in any class of the issued voting equity share capital of such company (or of any third company, other than the Company or any of its subsidiaries, through which his interest is derived) or of the voting rights of any class of shares of the company. For the purpose of this paragraph, there shall be disregarded any shares held by a Director or his Close Associates (and if required by the Listing Rules, his other Associates) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which interest of the Director or his Close Associates (and if required by the Listing Rules, his other Associates) is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorized unit trust scheme in which the Director or his Close Associates (and if required by the Listing Rules, his other Associates) is interested only as a unit holder, and shares which carry no voting right at general meetings and no or nugatory dividend and return of capital right.

- (iii) Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed) no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable

by them as directors of such other company in such manner in all respects as they think fit provided however that a Director shall not be entitled to vote on any resolution of the Board in relation to the appointment of himself as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of any such company which is a subsidiary of the Company and provided further that a Director may not vote on any resolution of the Board in relation to the exercise of voting rights attached to any shares in any company which is a subsidiary of the Company in relation to any contract or arrangement in which he is materially interested (other than in his capacity as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such company) but he shall be counted in the quorum present at the meeting at which such contract or arrangement is considered.

- (iv) A general notice to the Directors by a Director that he is to be regarded as interested in any contract or arrangement which may be made with any specified person, firm or corporation after the date of such notice shall be a sufficient declaration of interest in relation to any contract or arrangement so made, provided that no such notice shall be of effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.
- (b) A Director of the Company may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company.
- (c) Any Director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services, but a director of his firm shall not act as Auditor of the Company.

Managing Directors, etc.

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| Power to appoint Managing Directors, etc. | 108. | The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director, or other Executive Director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Article 105. | |
| Removal of Managing Director, etc. | 109. | Every Director appointed to an office under Article 108 hereof shall, subject to the provisions of any contract between himself and the Company with regard to his employment in such office, be liable to be dismissed or removed therefrom by the Board. | As amended by Special Resolution passed on 17/6/2022 |
| Cessation of appointment. | 110. | A Director appointed to an office under Article 108 shall be subject to the same provisions as to removal as the other Directors of the Company, and he shall (subject to the provisions of any contract between him and the Company) <u>ipso facto</u> and immediately cease to hold such office if he shall cease to hold the office of Director for any cause. | |
| Powers may be delegated. | 111. | The Directors may from time to time entrust to and confer upon a Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Directors that they may think fit; but the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied. | As amended by Special Resolution passed on 1/6/2012 |

Management

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| General powers of Company vested in Directors. | 112. | (a) Subject to any exercise by the Directors of the powers conferred by Articles 113 to 115, the management of the business of the Company shall be vested in the Directors who, in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Act and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions of these | As amended by Special Resolution passed on 17/6/2022 |
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Articles provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

(b) Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers:-

(i) To give to any person the right or option to require at a future date that an allotment shall be made to him of any Share at par or at such premium as may be approved by the Board.

As amended
by Special
Resolution
passed on
1/6/2012

(ii) To give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition or in substitution for a salary or other remuneration.

(c) For so long as the Shares of the Company are listed on the Stock Exchange, except as would be permitted by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) if the Company were a company incorporated in Hong Kong, and except as permitted under the Act, the Company shall not, directly or indirectly:-

As amended
by Special
Resolution
passed on
4/6/2026

(i) make a loan to a director of the Company or of any holding company of the Company or to any of their respective Close Associates;

(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a director or of any holding company of the Company or to any of their respective Close Associates;

(iii) if any one or more of the directors of the Company hold (jointly or severally, directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company;

provided that a loan made by the Company to any of its subsidiaries or the Company's entering into a guarantee or providing any security in connection

with a loan made by any person to such subsidiary shall be excepted from the prohibition in this Article; and

provided further that for the purposes of this Article, references to a director shall include references to any associate of such director.

Managers

Appointment and remuneration of managers.	113.	The Directors may from time to time appoint a general manager or manager of the Company and may fix his remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager or manager who may be employed by him upon the business of the Company.	As amended by Special Resolution passed on 1/6/2012
Tenure of office and powers.	114.	The appointment of such general manager or manager may be for such period as the Directors may decide and the Directors may confer upon him all or any of the powers of the Directors as they may think fit.	As amended by Special Resolution passed on 1/6/2012
Terms and conditions of appointment.	115.	The Directors may enter into such agreement with any such general manager or manager upon such terms and conditions in all respects as the Directors may in their absolute discretion think fit, including a power for such general manager or manager to appoint an assistant manager or other employees whatsoever under them for the purpose of carrying on the business of the Company.	As amended by Special Resolution passed on 1/6/2012

Rotation of Directors

Rotation and retirement of Directors.	116.	At each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the nearest number to but not more than one-third shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.	As amended by Special Resolutions passed on 5/6/2009, 1/6/2012 & 4/6/2026
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Meeting to fill up vacancies.	117.	The Company at any general meeting at which any Directors retire in manner aforesaid may fill the vacated office by electing a like number of persons to be Directors.	
Retiring Directors to remain in office till successors appointed.	118.	If at any general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless:- (i) it shall be determined at such meeting to reduce the number of Directors; or (ii) it is expressly resolved at such meeting not to fill up such vacated offices; or (iii) in any such case the resolution for re-election of a Director is put to the meeting and lost.	
Power of general meeting to increase or reduce number of Directors.	119.	The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than three.	
Notice to be given when person proposed for election.	120.	No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice in writing signed by that person to be proposed of his willingness to be elected shall have been given to the Company for a period of at least seven days within the seven-day period commencing from the day after the despatch of the notice of the general meeting appointed for such election (or such other period, being a period of not less than seven days, which shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days before the date of such general meeting, as may be determined by the Directors from time to time).	As amended by Special Resolutions passed on 28/5/2004 & 1/6/2012
Register of Directors and notification of	121.	The Company shall keep at its head office a register containing the names and addresses of its Directors and	As amended by Special Resolutions passed on

changes to Registrar.	shall send to the Registrar of Companies a copy of such register and shall from time to time notify to the Registrar of Companies any change that takes place in such Directors as required by the Act.	2/6/2011 & 17/6/2022
Power to remove Director by ordinary resolution.	122. The Company may by ordinary resolution remove any Director (including a managing or other executive director, but without prejudice to any claim for damages that may thereby arise) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead.	As amended by Special Resolutions passed on 28/5/2004 & 17/6/2022 App A1 r. 4(3)

Proceedings of Directors

Meetings of Directors Quorum, etc.	123. The Directors may meet (by any means as the Board may deem fit) together for the despatch of business, adjourn or postpone and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is an alternate for more than one Director, he shall for quorum purposes count as only one Director. A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or electronic facilities or any other telecommunications facility, communication equipment or electronic means provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. For the avoidance of doubt, all business transacted at a meeting of the Board or a committee of the Board conducted in accordance with this Article is for the purposes of these Articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board although the participating Directors or alternate Directors are not physically present at the same place.	As amended by Special Resolutions passed on 30/9/1991, 1/6/2012, 17/6/2022 & 4/6/2026
Convening of Board Meeting.	124. A Director may, and on request of a Director, the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or orally (whether in person or by telephone) or by electronic mail, facsimile or other electronic means at the address or telephone number, or facsimile number from	As amended by Special Resolutions passed on 2/6/2011 & 4/6/2026

time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.

How questions to be decided.	125.	Subject to Article 107, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman of Board Meeting shall have a second or casting vote.	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026
Chairman of the Board and Chairman of Board Meeting.	126.	The Directors may elect one of their number to be Chairman of the Board or Vice-Chairman of the Board and determine the period for which he is to hold office. The Chairman of the Board shall act as the Chairman of Board Meeting; but if no such Chairman of the Board is elected, or if at any meeting the Chairman of the Board is not present within five minutes after the time appointed for holding the same, or under the authorization of the Chairman of the Board, the Vice-Chairman of the Board (if any) shall act as the Chairman of Board Meeting or the Directors present may choose one of their number to be Chairman of Board Meeting.	As amended by Special Resolution passed on 1/6/2012
Power of meeting.	127.	A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally.	
Power to appoint committee and to delegate.	128.	The Directors may delegate any of their powers to committees consisting of such member or members of their body as the Directors think fit, and they may from time to time revoke such delegation or revoke the appointment of and discharge any committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors.	
Acts of committee to be of same effect as act of Directors.	129.	All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Directors, and the Directors shall have power to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company.	As amended by Special Resolution passed on 1/6/2012
Proceedings of committee.	130.	The meetings and proceedings of any such committee of the Board consisting of not less than two members of such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of	As amended by Special Resolutions passed on 1/6/2012 & 4/6/2026

the Directors unless otherwise determined by the Board from time to time.

When acts of Directors or committee to be valid notwithstanding defects.	131.	All acts <u>bona fide</u> done by any meeting of the Directors or by a committee appointed pursuant to these Articles or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director, such member or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.	As amended by Special Resolution passed on 4/6/2026
Directors' powers when vacancies exist.	132.	The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.	
Directors' resolutions.	133.	Unless otherwise required by the Listing Rules, a resolution in writing signed by each and every one of the Directors for the time being in the relevant territories (or their respective alternates pursuant to Article 100(a)), except such Director(s) as are absent from Hong Kong or are temporarily unable to act through ill-health or disability, and except all the alternate Directors (if applicable) whose appointors are temporarily unable to act as aforesaid, shall, provided that such Directors (or their respective alternates) would be sufficient to constitute a quorum necessary for a meeting of the Board convened to consider the resolution and further provided that a copy of such resolution has been given or the contents thereof have been communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles, be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. The content of such resolution shall be communicated to all of the Directors for the time being entitled to receive notices of meetings of the Directors in the same manner as notices of meetings are required to be given under these Articles, but the failure to provide such summary of content to any Director shall not invalidate the resolution.	As amended by Special Resolutions passed on 2/6/2011 & 4/6/2026

A resolution signed by a Director (or his alternate) and transmitted to the Company by any means (including by means of electronic communication) shall be deemed to be a document signed by him for the purpose of this Article, which shall be as valid and effective as if it were bearing the handwritten signature of the Director (or his alternate).

Secretary

Appointment of Secretary.

134. (a) The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
- (b) (Deleted by a Special Resolution passed on 1st June, 2012)

As amended by Special Resolutions passed on 1/6/2012 & 17/6/2022

Same person not to act in two capacities at once.

135. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

As amended by Special Resolution passed on 17/6/2022

General Management and Use of the Seal

Custody of seal.

136. The Company may have one or more seals as the Directors may determine. The Company may also have, for use for sealing securities issued by the Company, and for sealing documents creating or evidencing securities so issued, an official seal which is a facsimile of the common seal with the addition on its face of the words "Securities Seal". The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such

As amended by Special Resolution passed on 1/6/2012

restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for Shares or debentures or representing any other form of security by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in the manner provided by this Article shall be deemed to be sealed and executed with the authority of the Directors previously given.

Official
seal for use
abroad.

137. The Company may have one or more duplicates of the common seal for use abroad under the provisions of the Act where and as the Board shall determine, which seals may, but need not, specify the respective jurisdictions in which they are authorised for use and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

As amended
by Special
Resolution
passed on
17/6/2022

Cheques and
banking
arrangements.

138. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.

Power to
appoint
attorney.

139. (a) The Board may from time to time and at any time, by power of attorney under the seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers authorities and discretions vested in him.

Execution of
deeds by
attorney.

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

Local boards.

140. The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in the relevant territories or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration, and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to
establish
pension funds.

141. The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and holding or who have held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public,

As amended
by Special
Resolution
passed on
17/6/2022

general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

Capitalisation of Reserves

Power to capitalise.

142. (a) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the dividend on any Shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution, provided that a share premium account and a capital redemption reserve may, for the purposes of this Article, only be applied in paying up unissued Shares to be issued to Members as fully paid up Shares.

As amended
by Special
Resolution
passed on
1/6/2012

Effect of resolution to capitalise.

- (b) Wherever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up Shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provision for the benefit of fractional entitlements to accrue to the Company rather than to the Members concerned) as they think fit for the case of Shares or debentures becoming distributable in fractions, and also to authorise any

As amended
by Special
Resolution
passed on
1/6/2012

person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

- (c) The Directors may, in relation to any capitalisation sanctioned under this Article in their absolute discretion specify that, and in such circumstances and if directed so to do by a Member or Members entitled to an allotment and distribution credited as fully paid up of unissued Shares or debentures in the Company pursuant to such capitalisation, shall allot and distribute credited as fully paid up the unissued Shares or debentures to which that Member is entitled to such person or persons as that Member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.

As amended
by Special
Resolution
passed on
1/6/2012

Subscription
Right Reserve.

143. (a) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for Shares shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions of the conditions of the warrants would reduce the subscription price to below the par value of a Share then the following provisions apply:-
- (i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the "Subscription Right Reserve") the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional Shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph

As amended
by Special
Resolution
passed on
1/6/2012

(iii) of this paragraph (a) on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up such additional Shares in full as and when the same are allotted;

(ii) the Subscription Right Reserve will not be used for any purpose other than that specified above until all other reserves of the Company (other than capital redemption reserve) have been used and will then only be used to make good losses of the Company if and so far as is required by law;

(iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of Shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of Shares as is equal to the difference between:-

(aa) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and

(bb) the nominal amount of Shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for Shares at less than par;

and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount

of Shares shall be capitalised and applied in paying up in full such additional nominal amount of Shares which shall forthwith be allotted credited as fully paid to the exercising warrantholder.

- (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of Shares equal to such difference as aforesaid to which the exercising warrantholder is entitled, the Directors shall apply any profits or reserves then or thereafter becoming available (including to the extent permitted by law, share premium account and capital redemption reserve) for such purpose until such additional nominal amount of Shares is paid up and allotted as aforesaid and until such time no dividend or other distribution shall be paid or made on the Shares. Pending such payment up and allotment the exercising warrantholder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of Shares.

The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one Share in the like manner as the Shares for the time being transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Directors may think fit and adequate particulars thereof shall be made known to each relevant exercising warrantholder upon the issue of such certificate.

- (b) Shares allotted pursuant to the provisions of this Article shall rank pari passu in all respects with the other Shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned.

As amended
by Special
Resolution
passed on
1/6/2012

- (c) Notwithstanding anything contained in paragraph (a) of this Article no fraction of a Share shall be allotted on exercise of the subscription rights.

As amended
by Special
Resolution
passed on
1/6/2012

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|-----|---|--|
| (d) | The provisions of this Article as to the establishment and maintenance of the Subscription Right Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a resolution that is passed by a majority of at least 75% of the votes cast by such warrant holders or class of warrant holders. | As amended by Special Resolution passed on 17/6/2022 |
| (e) | A certificate or report by the Auditors as to whether or not the Subscription Right Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Right Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of Shares required to be allotted to an exercising warrant holder credited as fully paid and as to any other matters concerning the Subscription Right Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders. | As amended by Special Resolution passed on 1/6/2012 |

Dividends and Reserves

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| Power to declare dividends. | 144. | (a) | Subject to the Act and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. | As amended by Special Resolution passed on 4/6/2026 |
| | | (b) | The dividends, interest and bonuses and any other benefits and advantages in the nature of income receivable in respect of the Company's investments, and any commissions, trusteeship, agency, transfer and other fees and current receipts of the Company shall, subject to the payment thereof of the expenses of management, interest upon borrowed money and other expenses which in the opinion of the Directors are of a revenue nature, constitute the profits of the Company available for dividend. | |
| Board's power to pay interim dividends. | 145. | (a) | The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits or share premium of the Company and, in particular (but without prejudice to the generality of the foregoing), | As amended by Special Resolutions passed on 1/6/2012 & 5/6/2014 |

		(i) the Board may pay such interim dividends out of the profits or share premium of the Company; and (ii) if at any time the share capital of the company is divided into different classes, the Board may pay such interim dividends in respect of those Shares which confer on the holders thereof deferred or non-preferential rights as well as in respect of those Shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts <u>bona fide</u> the Board shall not incur any responsibility to the holders of Shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any Shares having deferred or non-preferential rights.	
		(b) The Board may also pay half-yearly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits of the Company justify the payment.	As amended by Special Resolution passed on 1/6/2012
Dividends not to be paid out of capital.	146.	No dividend shall be payable except out of the profits or share premium of the Company. No dividend shall carry interest.	As amended by Special Resolution passed on 1/6/2012
Scrip dividends.	147.	(a) Wherever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may (and in the case of a dividend resolved to be paid or declared by the Company in general meeting, under the authorization of the Members) resolve:- either (i) that: such dividend be satisfied wholly or in part in the form of an allotment of Shares credited as fully paid up, provided that the Shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:- (aa) the basis of any such allotment shall be determined by the Directors;	As amended by Special Resolution passed on 1/6/2012

- (bb) the Directors, after determining the basis of allotment, shall give not less than ten business days' notice in writing to the Shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (cc) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;
- (dd) the dividend (or that part of the dividend to be satisfied by the allotment of Shares as aforesaid) shall not be payable in cash on Shares in respect whereof the cash election has not been duly exercised ("the non-elected Shares") and in satisfaction thereof Shares shall be allotted credited as fully paid to the Shareholders of the non-elected Shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve (if there be any such reserve)) as the Directors may determine, a sum equal to the aggregate nominal amount of the Shares to be allotted on such basis and apply the same in paying up in full the appropriate number of Shares for allotment and distribution to and amongst the holders of the non-elected Shares on such basis.

or

- (ii) that Shareholders entitled to such dividend shall be entitled to elect to receive an allotment of Shares credited as fully paid up in lieu of the whole or such part of the dividend as the

Directors may think fit. In such case, the following provisions shall apply:-

(aa) the basis of any such allotment shall be determined by the Directors;

(bb) the Directors, after determining the basis of allotment, shall give not less than ten business days' notice in writing to the Shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

As amended
by Special
Resolution
passed on
2/6/2011

(cc) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;

(dd) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on Shares in respect whereof the share election has been duly exercised ("the elected Shares") and in lieu thereof Shares shall be allotted credited as fully paid to the holders of the elected Shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve) as the Directors may determine, a sum equal to the aggregate nominal amount of the Shares to be allotted on such basis and apply the same in paying up in full the appropriate number of Shares for allotment and distribution to and amongst the holders of the elected Shares on such basis.

(b) The Shares allotted pursuant to the provisions of paragraph (a) of this Article shall rank pari passu in

As amended
by Special
Resolution

all respects with the Shares then in issue save only as regards participation:-

passed on
1/6/2012

- (i) in the relevant dividend (or the right to receive or to elect to receive an allotment of Shares in lieu thereof as aforesaid); or
- (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend,

unless contemporaneously with the announcement by the Directors of their proposal to apply the provisions of sub-paragraph (i) or (ii) of paragraph (a) of this Article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Directors shall specify that the Shares to be allotted pursuant to the provisions of paragraph (a) of this Article shall rank for participation in such distribution, bonus or rights.

- (c) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Article with full power to the Directors to make such provisions as they think fit in the case of Shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.

As amended
by Special
Resolution
passed on
1/6/2012

- (d) The Company may upon the recommendation of the Directors by special resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (a) of this Article a dividend may be satisfied wholly in the form of an allotment of Shares credited as fully paid without offering any right to Shareholders to elect to receive such dividend in cash in lieu of such

As amended
by Special
Resolution
passed on
1/6/2012

allotment.

- (e) The Directors may on any occasion determine that rights of election and the allotment of Shares under paragraph (a) of this Article shall not be made available or made to any Shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of Shares would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.

As amended
by Special
Resolution
passed on
1/6/2012

Reserves.

148. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares) as the Board may from time to time think fit, and so that it shall not be necessary to keep any reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute by way of dividend.

As amended
by Special
Resolution
passed on
1/6/2012

Dividends to
be paid in
proportion
to paid up
capital.

149. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up or credited as paid up on the Shares in respect whereof the dividend is paid, but no amount paid up or credited as paid up on a Share in advance of calls or instalments shall for this purpose be treated as paid up on the Share.

As amended
by Special
Resolution
passed on
1/6/2012

Retention
of dividends,
etc.

150. (a) The Directors may retain any dividends or other moneys payable on or in respect of a Share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

As amended
by Special
Resolution
passed on
1/6/2012

Deduction
of debts.

- (b) The Directors may deduct from any dividend or bonus payable to any Member all sums of money (if any) presently payable by him to the Company on

account of calls, instalments or otherwise.

Dividends
and call
together.

151. Any general meeting sanctioning a dividend may make a call on the Members of such amount as the meeting fixes, but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Member, be set off against the call.

Dividend
in specie.

152. Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may (and in case of a dividend resolved to be paid or declared by the Company in general meeting, under the authorization of the Members) resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe for securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to Members to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down or provide that the same shall accrue to the benefit of the Company rather than to the Members concerned, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective and binding on the Members. Where required, a contract shall be filed in accordance with the provisions of the Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to the Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a

As amended
by Special
Resolutions
passed on
1/6/2012 &
4/6/2026

result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.

Effect of transfer.	153.	A transfer of Shares shall not pass the right to any dividend or bonus declared thereon before the registration of the transfer.	As amended by Special Resolution passed on 1/6/2012
Receipt for dividends by joint holders of Shares.	154.	If two or more persons are registered as joint holders of any Shares, any one of such persons may give effectual receipts for any dividends, interim dividends or bonuses and other moneys payable in respect of such Shares.	As amended by Special Resolution passed on 1/6/2012
Payment by wire transfer or by post.	155.	Unless otherwise directed by the Directors, any dividend or bonus may be paid by wire transfer to the holder or by cheque or warrant sent through the post to the registered address of the Member 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.	As amended by Special Resolution passed on 4/6/2026
Unclaimed dividend.	156.	All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors 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 Directors and shall revert to the Company and after such forfeiture no Member or other person shall have any right to or claim in respect of such dividends or bonuses.	As amended by Special Resolution passed on 4/6/2026

Annual Returns

Annual returns.	157.	The Directors shall make the requisite annual returns in accordance with the requirements of the Act and the requirements of the relevant territories, if any.	As amended by Special Resolution passed on 17/6/2022
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Accounts

Accounts to be kept.	158.	The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.	As amended by Special Resolution passed on 17/6/2022
Where accounts to be kept.	159.	The books of account shall be kept at the registered office or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.	
Inspection by Members.	160.	The Directors shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by law or authorised by the Directors or by the Company in general meeting.	
Annual financial statements.	161.	(a) The Directors shall annually lay before the Company in general meeting audited financial statements in respect of the preceding financial year of the Company.	As amended by Special Resolution passed on 17/6/2022
Relevant financial documents or summary financial report to be delivered to Members.	(b)	(i) The Directors shall, from time to time, in accordance with the Act cause to be prepared and to be laid before the annual general meeting the relevant financial documents required by the Act. The Directors may also cause to be prepared a summary financial report if they think fit, which may be provided to Members and/or debenture holders instead of the relevant financial documents in circumstances permitted by the Stock Exchange. (ii) Subject to paragraph (iii) below, a copy of the relevant financial documents or the summary financial report shall, not less than twenty-one days before the meeting, be delivered or sent by post to the registered address of every Member or debenture holder of the Company, or in the case of a joint holding to the Member	As amended by Special Resolutions passed on 28/5/2004 & 17/6/2022

or debenture holder (as the case may be) whose name stands first in the appropriate register in respect of the joint holding. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.

- (iii) The requirement to send to a person referred to in Article 161(a) the documents referred thereto or a summary financial report in accordance with Article 161(b)(ii) shall be deemed satisfied where, in accordance with the Act and any rules prescribed by the Stock Exchange from time to time, the Company publishes copies of the documents referred to in Article 161(a) and, if applicable, a summary financial report complying with Article 161(b)(ii), on the Company's Website and the Stock Exchange's website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligations to send to him a copy of such documents.
- (iv) For the purpose of this Article, "summary financial report" shall have the meaning ascribed to it under the Listing Rules.

As amended by Special Resolutions passed on 17/6/2022 & 4/6/2026

Audit

Auditors. 162. The accounts relating to the Company's affairs shall be audited in such manner as may be determined from time to time by the Company in general meeting or failing any such determination by the Directors.

Appointment of Auditors. 162A. (a) The Company shall at each annual general meeting or at a subsequent extraordinary general meeting by ordinary resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such director, officer or

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employee shall not be appointed Auditors of the Company. If the office of Auditor becomes vacant by the resignation or death of the Auditor, or by the Auditor becoming incapable of acting by reason of illness or other disability, the Board may fill the casual vacancy in the office of Auditors. The remuneration of any Auditors appointed by the Board under this Article to fill any casual vacancy may be fixed by the Directors. Subject to Article 162A(b), any Auditors so appointed by the Directors to fill any casual vacancy shall hold office until the next annual general meeting of the Company.

- (b) The Members may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new Auditors in its place for the remainder of the term.

As added by
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Remuneration
of Auditors.

163. The remuneration of the Auditors shall be fixed by the Company at general meeting by ordinary resolution or in such manner as the Members may by ordinary resolution determine provided always that in respect of any particular year the Company at general meeting may delegate the fixing of such remuneration to a body independent of the Board which has been designated by the Members by ordinary resolution.

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When accounts
to be deemed
finally settled.

164. Every statement of accounts audited by the Company's Auditors and presented by the Directors at a general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of account amended in respect of the error shall be conclusive.

Notices

Service
of notice.

165. Any notice or document to be given or issued under these Articles shall be in writing (which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible and legible form (including an electronic communication and publication on a computer network) whether having physical substance or not) and may be served or delivered

As amended
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passed on
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by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Act, the Listing Rules and any applicable laws, rules and regulations:

- (a) by serving it personally at the registered address of such Member as appearing in the register; or
- (b) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a Member or a debenture holder at his registered address as appearing in the register of members or debenture holders (as the case may be), or in the case of other entitled person, to such address as that other person may provide to the Company for such purpose (in each case, shall be sent by airmail where the notice or document is posted from one country to another); or
- (c) by delivering or leaving it at such address as aforesaid; or
- (d) by advertisement in the manner specified in the Listing Rules; or
- (e) to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website as the entitled person may have provided to the Company; or
- (f) by publishing it on the Company's Website and the Stock Exchange's website.

Notice to joint holders.

166. In case of joint holders of a Share or a debenture, all notices shall be given to that one of the joint holders whose name stands first in the register of members or debenture holders (as the case may be) and notice so given shall be sufficient notice to all the joint holders.

As amended by Special Resolutions passed on 28/5/2004 & 1/6/2012

When notice deemed to be served.

167. Any notice or document given or issued by or on behalf of the Company:
- (a) if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or

As amended by Special Resolutions passed on 28/5/2004 & 4/6/2026

	document was properly prepaid, addressed and put into such post office (by airmail if posted from Hong Kong to an address outside Hong Kong) and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;	
	(b) if not sent by post but delivered or left at a registered address or delivered personally by the Company, shall be deemed to have been served on the day it was so delivered or left;	
	(c) if published by way of advertisement, shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates);	As amended by Special Resolution passed on 4/6/2026
	(d) if sent as an electronic communication, shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; and	As amended by Special Resolutions passed on 5/6/2014 & 4/6/2026
	(e) if published on the Company's Website and/or the Stock Exchange's website, shall be deemed to have been served on the day on which the notice, document or publication is published on the Company's Website and/or the Stock Exchange's website.	As amended by Special Resolutions passed on 17/6/2022 & 4/6/2026
Signature to notice or document.	168. The signature to any notice or document by the Company may be written, typed, printed or made in the form of an electronic signature.	As amended by Special Resolutions passed on 28/5/2004 & 5/6/2014
Language of notice or document.	169. Subject to any applicable laws, rules and regulations, any notice or document, including but not limited to the documents referred to in Article 161 and any "corporate communication" within the meaning ascribed thereto in the Listing Rules, may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.	As amended by Special Resolution passed on 28/5/2004

Transferee to be bound by prior notices.	170.	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any Share or debenture shall be bound by every notice in respect of such Share or debenture 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 or debenture.	As amended by Special Resolutions passed on 28/5/2004 & 1/6/2012
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Service of notice or document in respect on death, mental disorder or bankruptcy of Members.	171.	A notice may be given by the Company to the person or persons entitled to a Share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for 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.	As amended by Special Resolutions passed on 28/5/2004 & 4/6/2026
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Information

Member not entitled to information.	172.	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would not be in the interests of the Members or the Company to communicate to the public.
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Directors entitled to disclose information.	173.	The Directors shall be entitled to release or disclose any information in their possession, custody or control regarding the Company or its affairs or any of its Members including, without limitation, information contained in the register of members and transfer books of the Company.
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Untraced Members

Dividend entitlements etc., of untraceable Members.	174.	(a) Without prejudice to the rights of the Company under paragraph (b) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if dividend cheques or warrants have been left uncashed for two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such wire transfer, cheque or warrant is returned undelivered.	As amended by Special Resolution passed on 4/6/2026
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Sale of Shares of untraceable Members.

(b) The Company shall have the power to sell, in such manner as the Board thinks fit, any Shares of a Member who is untraceable, but no such sale shall be made unless:-

As amended by Special Resolution passed on 1/6/2012

- (i) all cheques or warrants, being not less than three in total number, for any sum payable in cash to the holder of such Shares sent during the relevant period in the manner authorised by these Articles have remained uncashed;
- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and
- (iii) where such Shares are listed on the Stock Exchange, the Company has caused an advertisement to be inserted in a leading English language daily newspaper and a leading Chinese language daily newspaper circulating in Hong Kong giving notice of its intention to sell such Shares and has notified the Stock Exchange of such intention and a period of three (3) months has elapsed since the date of such advertisement.

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

(c) To give effect to any such sale, the Board may authorise some person to transfer the said Shares and an instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such Shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former

As amended by Special Resolution passed on 1/6/2012

Member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Member holding the Shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

Record Date.	175.	Notwithstanding any other provision of these Articles, the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue provided that in respect of dividend, distribution, allotment or issue declared by the Company in general meeting, the record date shall be at least three business days after the date of such general meeting.	As amended by Special Resolution passed on 1/6/2012
Destruction of Documents.	176.	The Company may destroy:- (a) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation; (b) a dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date such mandate, variation, cancellation or notification was recorded by the Company; (c) any instrument of transfer of Shares which has been registered at any time after the expiry of twelve years from the date of registration; and (d) any other document on the basis of which any entry in the Register is made at any time after the expiry of twelve years from the date an entry in the Register was first made in respect of it; and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided always that:-	As amended by Special Resolution passed on 1/6/2012

- (i) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- (ii) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of provision (i) above are not fulfilled; and
- (iii) references in this Article to the destruction of any document include references to its disposal in any manner.

Winding Up

Modes of winding up.

- 176A. (a) The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- (b) Subject to the Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

As added by Special Resolution passed on 17/6/2022

As added by Special Resolution passed on 17/6/2022

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Division of assets in liquidation.

177. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority and subject to the Act shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributor shall be compelled to accept any asset or shares in respect of which there is a liability.

As amended by Special Resolution passed on 17/6/2022

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Distribution of assets in liquidation.

178. If the Company shall be wound up, and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital paid up at the commencement of the winding up on the Shares held by them respectively. This Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

As amended
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Service of process.

179. In the event of a winding-up of the Company, every Member who is not for the time being in the relevant territories shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in any of the relevant territories and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgements in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee, whether appointed by the Member or the liquidator, shall be deemed to be good personal service on such Member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such Member by advertisement in such English language daily newspaper circulating in each of the relevant territories as he shall deem appropriate or by a registered letter sent through the post and addressed to such Member at his address as mentioned in the register, and such notice shall be deemed to be service on the day following that on which the advertisement appears or the letter is posted.

Indemnity.

180. (a) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto,

and no Director or other officer shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

- (b) Subject to the Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

As amended
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4/6/2026

- (c) Subject to the Act and as authorised by the Memorandum of Association, the Company may purchase and maintain for any officer of the Company (i) insurance against any liability to the Company, an associated company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or an associated company; and (ii) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or an associated company. In this Article 180(c), “associated company” in relation to the Company means any company that is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.

As added by
Special
Resolution
passed on
4/6/2026

Fiscal Year.	181.	Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and shall begin on 1 January in each year.
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As amended
by Special
Resolution
passed on
4/6/2026

Amendment of Articles.	182.	Subject to the Act, the Company may at any time and from time to time by special resolution alter or amend these Articles in whole or in part.
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As amended
by Special
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passed on
1/6/2012 &
17/6/2022

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