THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **ONE MEDIA GROUP LIMITED**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

萬華媒體
ONEMEDIAGROUP

ONE MEDIA GROUP LIMITED
萬華媒體集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

PROPOSALS FOR
(1) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) AMENDMENTS TO EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF NEW MEMORANDUM AND ARTICLES,
(4) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of One Media Group Limited to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 13 August 2026 at 10:00 a.m. is set out on pages 68 to 71 of this circular. A proxy form for the AGM is enclosed with this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting if you so wish.

Hong Kong, 15 July 2026

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

"AGM"	the annual general meeting of the Company to be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 13 August 2026 at 10:00 a.m., notice of which is set out on pages 68 to 71 of this circular
"Announcement"	the announcement of the Company dated 2 July 2026 in relation to, among other things, the Proposed Amendments and the proposed adoption of the New Memorandum and Articles
"Articles of Association"	the articles of association of the Company
"Board"	the board of Directors
"Company"	One Media Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 426)
"Director(s)"	the director(s) (including independent non-executive directors) of the Company
"Existing Memorandum and Articles"	the existing amended and restated memorandum of association and amended and restated articles of association of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	8 July 2026, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"New Memorandum and Articles"	the proposed new set of amended and restated memorandum of association and amended and restated articles of association of the Company, incorporating and consolidating all the Proposed Amendments

"Proposed Amendments"	the proposed amendments to the Existing Memorandum and Articles as set out in Appendix III to this circular
"Repurchase Proposal"	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of the Repurchase Resolution
"Repurchase Resolution"	the proposed ordinary resolution as referred to in resolution no. 4 of the notice of the AGM
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share Repurchase Rules"	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities
"Share(s)"	share(s) of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"treasury Shares"	has the meaning as ascribed to it under the Listing Rules effective on 11 June 2024 and as amended from time to time
"%"	per cent

ONE MEDIA GROUP LIMITED

萬華媒體集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

Non-executive Director:
Ms. TIONG Choon *(Chairman)*

Executive Directors:
Mr. TIONG Kiew Chiong
Mr. LAM Pak Cheong

Independent Non-executive Directors:
Mr. YU Hon To, David
Mr. LAU Chi Wah, Alex
Mrs. WONG HUNG Flavia Yuen Yee

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

Head Office in Hong Kong:
16th Floor, Block A
Ming Pao Industrial Centre
18 Ka Yip Street
Chai Wan, Hong Kong

Hong Kong, 15 July 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) AMENDMENTS TO EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF NEW MEMORANDUM AND ARTICLES,
(4) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 13 August 2026, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such general mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE NEW SHARES

Furthermore, at the AGM, two ordinary resolutions will be proposed which aim to grant to the Directors (i) a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the resolutions (i.e. not exceeding 80,180,000 Shares based on the issued share capital of the Company of 400,900,000 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same as the date of passing the resolution); and (ii) an extension to the general mandate so granted to the Directors by the addition of any Shares representing the total number of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the Repurchase Resolution.

RE-ELECTION OF DIRECTOR

Pursuant to Article 108(a) of the Articles of Association, Mr. TIONG Kiew Chiong and Mr. YU Hon To, David will retire at the AGM. Mr. TIONG Kiew Chiong has expressed not to stand for re-election due to his intention to retire at the conclusion of the AGM. The other retiring Director, Mr. YU Hon To, David, being eligible, has offered himself for re-election. Pursuant to code provision B.2.3 of the Corporate Governance Code set in Appendix C1 of the Listing Rules, as Mr. YU has served as independent non-executive Director for more than nine years, his re-election will be subject to a separate resolution to be approved by the Shareholders. The reasons why the Board believes Mr. YU is independent and should be re-elected are set out below.

During his tenure of office, Mr. YU has fulfilled all the requirements regarding independence of an independent non-executive Director and has provided annual confirmation of independence to the Company under rule 3.13 of the Listing Rules. In addition, Mr. YU continues to demonstrate the attributes of an independent non-executive Director by providing independent views and advices. There is no evidence that his tenure has had any impact on his independence. Following an assessment conducted by the Board through the Nomination Committee of the Company, the Board viewed that Mr. YU Hon To, David is committed to his duties and responsibilities as a director of the Company and remains objective and independent in expressing his views and participating in deliberations and decision-makings of the Board and the Board committees, notably in fulfilling his responsibilities as the Chairman of Audit Committee. His professional expertise in the audit and finance sector, his knowledge in corporate governance and regulatory matters and his experience in the business of the Group will continue to contribute to the effective functioning of the Board and the Board committees, thereby safeguarding the interests of the Shareholders. Besides, the Board is satisfied with his contribution to the Company as evidenced by high attendance rate during his tenure of office and believes that he will still be able to devote sufficient time to the Board.

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in rule 3.13 of the Listing Rules, including Mr. YU Hon To, David, and considers that they remain independent. The Nomination Committee had considered the perspectives, skills, experience and diversity of the above retiring Director and nominated the above retiring Director to the Board for it to propose to the Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that the above retiring Director, namely Mr. YU Hon To, David stands for re-election as Director at the AGM.

Biographical details of the above retiring Director proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

Reference is made to the Announcement in relation to, among other things, the Proposed Amendments and the proposed adoption of the New Memorandum and Articles.

The Board proposed to (a) amend the Existing Memorandum and Articles for the purposes of, among other things, (i) allowing the Shareholders to virtually attend, participate and vote by means of specified conferencing application and/or communication facilities and making corresponding amendments on the related proceedings and procedures as regards the general meetings of the Company; (ii) bringing the Existing Memorandum and Articles in line with the latest regulatory requirements including the expanded paperless listing regime under the Listing Rules; (iii) facilitating the implementation of the uncertificated securities market regime; and (iv) incorporating certain minor consequential and housekeeping amendments; and (b) adopt the New Memorandum and Articles which incorporates and consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety.

Details of the Proposed Amendments are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles. The Proposed Amendments and the adoption of the New Memorandum and Articles shall be subject to the approval of the Shareholders by way of a special resolution at the AGM. The New Memorandum and Articles shall become effective upon the passing of such special resolution at the AGM.

The Company's legal advisers as to Hong Kong laws and Cayman Islands laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and do not violate the Cayman Islands laws, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are prepared in English. The Chinese translation of the New Memorandum and Articles is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the New Memorandum and Articles, the English version shall prevail.

RE-APPOINTMENT OF AUDITOR

At the AGM, an ordinary resolution will be proposed to re-appoint PricewaterhouseCoopers as auditor and to authorise the Board to fix the remuneration of the auditor. The estimated audit fee for the upcoming reporting period is expected to be in the range of HK$470,000 to HK$500,000, based on the audit fee for the year ended 31 March 2026 of approximately HK$465,000. This estimate is based on discussions between the Company and the auditor, taking into account the current audit fee, as well as the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the auditors' resources required to perform the audit, which are expected to be similar to those for the year ended 31 March 2026. The estimated audit fee is a fair and reasonable estimation made after due consideration of the facts and circumstances known at the relevant time. It is provided for illustrative purposes only and may be subject to adjustment prior to the final determination of the audit fees.

VOTING BY POLL

As required under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39 (5A) of the Listing Rules.

AGM

On pages 68 to 71 of this circular, you will find a notice convening the AGM at which the following businesses are to be transacted:

1. to receive and consider the audited financial statements, the report of the directors and the independent auditor's report for the year ended 31 March 2026;

2. to re-elect Director and to authorise the Board to fix the remuneration of Directors;

3. to re-appoint auditor and to authorise the Board to fix the remuneration of auditor; and

4. to amend the Existing Memorandum and Articles and adopt the New Memorandum and Articles.

To consider and, if thought fit, pass the following proposed resolutions:

1. an ordinary resolution to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange representing up to 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the Repurchase Resolution;

2. an ordinary resolution to grant to the Directors a general mandate to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing such resolution;

3. an ordinary resolution to extend the general mandate which will be granted to the Directors to allot, issue and deal with additional Shares by adding to it the number of Shares repurchased under the Repurchase Proposal after the granting of the general mandate; and

4. a special resolution to amend the Existing Memorandum and Articles and adopt the New Memorandum and Articles.

ACTION TO BE TAKEN

Each Shareholder who has the right to attend and vote at the AGM, is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote on his behalf at the AGM.

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

RECOMMENDATION

The Directors (including independent non-executive Directors) believe that the granting of the general mandates to repurchase Shares and to issue new Shares, the extension of the general mandate to issue additional Shares, the re-election of Director, the proposed amendments to the Existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles and re-appointment of auditor are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors (including independent non-executive Directors) recommend that all the Shareholders should vote in favour of all the relevant resolutions set out in the notice of the AGM.

FURTHER INFORMATION

Further information of the Company is set out in the appendices to this circular for your information.

Yours faithfully,
For and on behalf of the Board of
One Media Group Limited
TIONG Kiew Chiong
Executive Director

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,900,000 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase up to a maximum of 40,090,000 Shares, representing not more than 10% of the total number of Shares in issue (excluding treasury Shares) as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Proposal is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

As at the Latest Practicable Date, the Company had no Shares repurchased. The Company will cancel any repurchase Shares following settlement of such repurchase and will not hold the same as treasury Shares.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 March 2026 in the event that the power to repurchase Shares pursuant to the Repurchase Proposal were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. CONFIRMATION

The Directors will exercise the powers of the Company to make repurchase pursuant to the Repurchase Proposal and in accordance with the Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

The Directors have confirmed that the explanatory statement set out in this circular relating to the share repurchase mandate contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed repurchase of Shares has unusual features.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Comwell Investment Limited has an interest of 292,700,000 Shares, representing approximately 73.01% of the issued share capital of the Company.

Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the general mandate, the shareholdings of Comwell Investment Limited in the Company would be increased to approximately 81.12% of the issued share capital of the Company.

The Directors are not aware of any consequence which may arise under Rule 26 of the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. The Directors will use their best endeavours to ensure that the share repurchase mandate will not be exercised to the extent that the number of Shares held by public would be reduced to less than 25% of the issued share capital of the Company.

6. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

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

	Highest Price	**Lowest Price**
	HK$	*HK$*
2025		
July	0.065	0.043
August	0.119	0.055
September	0.077	0.058
October	0.072	0.063
November	0.206	0.064
December	0.111	0.088
2026		
January	0.105	0.082
February	0.085	0.077
March	0.196	0.075
April	0.147	0.090
May	0.135	0.108
June	0.265	0.116
July (up to the Latest Practicable Date)	0.151	0.132

The following are the particulars of the Director proposed to be re-elected at the AGM in accordance with the Articles of Association:

YU Hon To, David, aged 78, has been an independent non-executive Director of the Company since June 2005. He is also the Chairman of the Audit Committee, and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. YU is a fellow of the Institute of Chartered Accountants in England and Wales and an associate of the Hong Kong Institute of Certified Public Accountants. He was formerly a partner of an international accounting firm with extensive experience in corporate finance, auditing and corporate management.

Mr. YU is currently an independent non-executive director of Keck Seng Investments (Hong Kong) Limited, MS Group Holdings Limited and Playmates Toys Limited which are listed companies in Hong Kong. He also serves as a non- executive director of Haier Smart Home Co., Ltd., the shares of which are listed on Shanghai Stock Exchange and the Main Board of the Stock Exchange. Mr. YU retired as an independent non-executive director of China Resources Gas Group Limited on 28 May 2026.

Save as disclosed above, Mr. YU has not held any directorship in other listed public companies in the past three years and has not held any other positions with any members of the Group.

Mr. YU has given his written annual confirmation of independence to the Company and the Nomination Committee of the Company had assessed and reviewed it based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. YU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders. The Board is also not aware of any circumstance that might influence Mr. YU in exercising independent judgement, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent.

The Board is of the view that Mr. YU is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

As at the Latest Practicable Date, Mr. YU did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. YU has entered into an appointment letter with the Company for a term of three years starting from 1 April 2026 and ending on 31 March 2029. The appointment is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Articles of Association. Mr. YU will be entitled to receive an emolument of HK$180,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance, as well as prevailing market conditions. For the year ended 31 March 2026, total emoluments paid to Mr. YU amounted to HK$180,000.

Save as disclosed above, Mr. YU has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters which need to be brought to the attention of the Shareholders in connection with his re-election.

Details of the Proposed Amendments are as follows (as indicated by the marked-up amendments):

Memorandum No.	Proposed Amendments
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act. ~~Without prejudice to the generality of the foregoing, the objects of the Company shall include, but without limitation, the following:~~ ~~4.1 To carry on the business of an investment company and for that purpose to acquire and hold, either in the name of the Company or in that of any nominee, land and real estate, gold and silver bullion, shares (including shares in the Company), stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.~~ ~~4.2 To lend money with or without security either at interest or without and to invest money of the Company in such manner as the Directors think fit.~~ ~~4.3 To acquire by purchase, lease, exchange, or otherwise lands, houses, buildings and other property or any interest in the same in any part of the world.~~ ~~4.4 To carry on the business of a commodity, commodity futures and forward contracts trader and for that purpose to enter into spot, future or forward contracts for the purchase and sale of any commodity including, but without prejudice to the generality of the foregoing, any raw materials, processed materials, agricultural products, produce or livestock, gold and silver bullion, specie and precious or semi-precious stones, goods, articles, services, currencies, rights and interests which may now or in the future be bought and sold in commerce and whether such trading is effected on an organised commodity exchange or otherwise and either to take delivery of, or to sell or exchange any such commodities pursuant to any contract capable of being entered into on any such commodities exchange.~~

Memorandum No.	Proposed Amendments
	~~4.5 To carry on whether as principals, agents or otherwise the business of providing and supplying goods, equipment, materials and services of whatsoever nature, and of financiers, company promoters, realtors, financial agents, land owners and dealers in or managers of companies, estates, lands, buildings, goods, materials, services, stocks, leases, annuities and securities of whatsoever type or kind.~~ ~~4.6 To purchase or otherwise acquire and hold any rights, privileges, concessions, patents, patent rights, licences, secret processes and any real or personal property of any kind whatsoever.~~ ~~4.7 To build, equip, furnish, outfit, repair, purchase, own, charter and lease steam, motor, sail or other vessels, ships, boats, tugs, barges, lighters or other property to be used in the business of shipping, transportation, chartering and other communication and transport operations for the use of the Company or for others, and to sell, charter, lease, mortgage, pledge or transfer the same or any interest therein to others.~~ ~~4.8 To carry on the business of importers, exporters and merchants of goods, produce, stores and articles of all kinds both wholesale and retail, packers, customs brokers, ship agents, warehousemen, bonded or otherwise and carriers and to transact every kind of agency, factor and brokerage business or transaction which may seem to the Company directly or indirectly conducive to its interests.~~ ~~4.9 To carry on the business of consultants in connection with all manner of services and advisers on all matters relating to companies, firms, partnerships, charities, political and non-political persons and organisations, governments, principalities, sovereign and republican states and countries and to carry on all or any of the businesses of financial, industrial, development, architectural, engineering, manufacturing, contracting, management, advertising, professional business and personal consultants and to advise upon the means and methods for extending, developing, marketing and improving all types of projects, developments, businesses or industries and all systems or processes relating to such businesses and the financing, planning, distribution, marketing and sale thereof.~~

Memorandum No.	Proposed Amendments
	~~4.10 To act as a management company in all branches of that activity and without limiting the generality of the foregoing, to act as managers of investments and hotels, estates, real property, buildings and businesses of every kind and generally to carry on business as managers, consultants or agents for or representatives of owners of property of every kind, manufacturers, funds, syndicates, persons, firms and companies for any purpose whatsoever.~~ ~~4.11 To carry on any other trade or business which may seem to the Company capable of being carried on conveniently in connection with any business of the Company.~~ ~~4.12 To borrow or raise money by the issue of ordinary debenture stock or on mortgage or in such other manner as the Company shall think fit.~~ ~~4.13 To draw, make, accept, endorse, discount, execute and issue all instruments both negotiable and non-negotiable and transferable including promissory notes, bills of exchange, bills of lading, warrants, debentures and bonds.~~ ~~4.14 To establish branches or agencies in the Cayman Islands and elsewhere and to regulate and to discontinue the same.~~ ~~4.15 To distribute any of the property of the Company among the Members in specie.~~ ~~4.16 To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or company or to take or other acquire and hold shares, stock, debentures or other securities of or interest in any other company carrying on any business or possessed of any property or rights.~~ ~~4.17 To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependents of such persons and to support, establish or subscribe to any charitable or other institutions, clubs, societies or funds or to any national or patriotic fund.~~

Memorandum No.	Proposed Amendments
	~~4.18 To lend and advance moneys or give credit to such persons and on such terms as may be thought fit and to guarantee or stand surety for the obligations of any third party whether such third party is related to the Company or otherwise and whether or not such guarantee or surety is to provide any benefits to the Company and for that purpose to mortgage or charge the Company's undertaking, property and uncalled capital or any part thereof, on such terms and conditions as may be thought expedient in support of any such obligations binding on the Company whether contingent or otherwise.~~ ~~4.19 To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, amalgamation or otherwise with any person or persons or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise from which this Company would or might derive any benefit whether direct or indirect and to lend money, guarantee the contracts of or otherwise assist any such person or company and to take subscribe for or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.~~ ~~4.20 To enter into any arrangements with any authorities, municipal or local or otherwise and to obtain from any such authority any rights, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges or concessions.~~ ~~4.21 To do all such things as are incidental to or which the Company may think conducive to the attainment of the above objects or any of them.~~
6.	The liability of the ~~Members~~<u>Shareholders</u> is limited.

Article No.	Proposed Amendments
1(b).	Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith: <u>"actionable corporate communication" shall have the meaning ascribed to it in the Listing Rules;</u> "<u>address</u>" shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles<u>, unless the Companies Act or the Listing Rules require a postal address</u>; "<u>appointor</u>" means in relation to an alternate Director, the Director who appointed the alternate to act as his alternate; <u>"approved securities registrar" shall have the meaning given to it by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance;</u> "<u>Articles</u>" means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force; ~~"Associates" shall have the meaning as defined in the Listing Rules;~~ <u>"ASR Code" means the Code of Conduct for Approved Securities Registrars issued by the SFC, as amended from time to time;</u> "<u>Auditors</u>" means the persons appointed by the Company from time to time to perform the duties of auditors of the Company; <u>"authenticated message" has the meaning given to it in the USM Rules;</u> "<u>Board</u>" means the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present; "<u>Call</u>" shall include any instalment of a call;

Article No.	Proposed Amendments
	"CCASS" means the Central Clearing and Settlement System operated by HKSCC; "certificated form" shall have the meaning given to it by section 1AB of Part 1 of Schedule 1 to the Securities and Futures Ordinance; "Chairman" means, except where the context otherwise requires, the Chairman presiding at any meeting of Shareholders or of the Board; "Clearing House" means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction; "close associate", in relation to any Director, shall have the same meaning as defined in the Listing Rules, as amended from time to time, except that for the purposes of Article 107(c) 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; "Companies Act" means the Companies Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association; "Companies Ordinance" means the Companies Ordinance, ~~Cap. 622 of~~(Chapter 622 of the Laws of Hong Kong), as amended from time to time; "Company" means the above named company; "corporate communication" shall have the meaning ascribed to it in the Listing Rules; "Debenture" and "Debenture Holder" means and includes respectively "debenture stock" and "debenture stockholder"; "dematerialization" means conversion from certificated form to uncertificated form (and dematerialize is to be construed accordingly); "dematerialization request" shall have the meaning given to it by rule 2(1) of the USM Rules; "Director" means such person or persons as shall be appointed to the Board from time to time and "Directors" means two or more of them; "Dividend" means dividends, distributions in specie or in kind, capital distributions and capitalisation issues;

Article No.	Proposed Amendments
	"electronic communication" means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium; "electronic meeting" means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities; "Electronic System" means any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system; "Head Office" means such office of the Company as the Board may from time to time determine to be the principal office of the Company; "HK Branch Register" means the branch register of members holding Shares that is kept in Hong Kong; "HKSCC" means Hong Kong Securities Clearing Company Limited; "HK Stock Exchange" means The Stock Exchange of Hong Kong Limited; "HK$" or "Hong Kong dollars" means Hong Kong dollars, the lawful currency for the time being of Hong Kong; "Holding Company" has the meaning ascribed to it by Section 2 of the Companies Ordinance; "Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China; "hybrid meeting" shall mean a general meeting held and conducted by (i) physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Location(s) and (ii) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities; "in the process of delisting" shall have the meaning given to it by rule 2(2) of the USM Rules; "Listing Rules" shall mean the rules governing the listing of securities made by the HK Stock Exchange (as amended, supplemented or modified from time to time); "Meeting Location(s)" has the meaning given to it in Article 71A; "Month" means a calendar month;

Article No.	Proposed Amendments
	"Newspapers" means at least one English language ~~daily~~ newspaper and at least one Chinese language ~~daily~~ newspaper, in each case published daily and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory; "Notice" or "notice" means written notice unless otherwise specifically stated in these Articles and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules and regulations of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form; "operating rules of the Company's approved securities registrar" means such approved securities registrar's operating rules (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to the Shares or for sending and receiving authenticated messages; "Ordinary Resolution" means a resolution as described in Article 1(d) of these Articles; "Paid" means, as it relates to a Share, paid or credited as paid; "participating securities" shall have the meaning given to it by rule 2(1) of the USM Rules; "prescribed securities" shall have the meaning given to it by section 101AA of the Securities and Futures Ordinance; "physical meeting" means a general meeting held and conducted by physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Location(s); "Principal Meeting Place" has the meaning given to it in Article 65; "Register" means the principal register of Shareholders and any branch register of Shareholders, of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, and it shall include, any branch register maintained in Hong Kong, and, where relevant, the register of holders as defined in the USM Rules; "Registered Office" means the registered office of the Company for the time being as required by the Companies Act;

Article No.	Proposed Amendments
	"Registration Office" means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered; "Relevant Period" means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed); "Relevant Territory" means Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory; "rematerialization" means conversion from uncertificated form to certificated form (and rematerialize is to be construed accordingly); "Seal" means the common seal of the Company and any one or more facsimile seals from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands; "Secretary" means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary; "Securities and Futures Ordinance" means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time; "SFC" means the Securities and Futures Commission of Hong Kong; "Share" means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied and "Shares" means 2 or more of such Shares; "Shareholder" or "shareholder" means the person who is duly registered in the Register as holder for the time being of any Share or Shares and includes persons who are jointly so registered and "Shareholders" means 2 or more of them; "Special Resolution" means a resolution as described in Article 1(c) of these Articles;

Article No.	Proposed Amendments
	"specified request" shall have the meaning given to it by rule 2(1) of the USM Rules; "Statutes" means the Companies Act and every other law of the legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles; "Subsidiary" has the meaning ascribed to it by Section ~~2~~15 of the Companies Ordinance; "system-member" shall have the meaning given to it by rule 2(1) of the USM Rules; "Transfer Office" means the place where the principal Register is located for the time being~~.~~; "treasury shares" means shares repurchased and held by the Company in treasury as authorised by the Companies Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in CCASS for sale on the HK Stock Exchange; "uncertificated form" shall have the meaning given to it by section 1AB of Part 1 of Schedule 1 to the Securities and Futures Ordinance; "UNSRT System" means an uncertificated securities registration and transfer system, in relation to any prescribed securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the prescribed securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters; "USM Rules" means the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong), as amended from time to time; "writing" or "printing" shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form, or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication, specified request or authenticated message), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the Shareholder's election comply with all applicable Statutes, rules and regulations.

Article No.	Proposed Amendments
	In these Articles, unless there be something in the subject or context inconsistent herewith: (i) words denoting the singular number shall include the plural number and vice versa; (ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations; (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in the Cayman Islands or elsewhere;~~ and~~ (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force~~.~~; (v) Section 8 and Section 19 of the Electronic Transactions Act (As Revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent they impose obligations or requirements in addition to those set out in these Articles; (vi) references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

Article No.	Proposed Amendments
	(vii) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any shareholder, proxy and/or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 71E; (viii) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; (ix) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); (x) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; (xi) where a Shareholder is a corporation, any reference in these Articles to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder;

Article No.	Proposed Amendments
	(xii) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by shareholders, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; (xiii) unless the context otherwise requires, any reference to "print", "printed", "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies; (xiv) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares; (xv) if any provision of these Articles conflicts or is inconsistent with any provision of the uncertificated securities market regime (and irrespective of whether the provision is mandatory or enabling in nature), the latter will prevail to the extent of the conflict or inconsistency, to the maximum extent permissible under the laws, rules and regulations of the Cayman Islands; (xvi) if these Articles are silent in respect of any matter provided for under any provision of the uncertificated securities market regime (and irrespective of whether the matter is required or permitted under such provision), the matter will be regarded as required or permitted (as the case may be) under these Articles, to the maximum extent permissible under the laws, rules and regulations of the Cayman Islands;

Article No.	Proposed Amendments
	(xvii) for the purposes of paragraphs (xv) and (xvi), the provisions of the uncertificated securities market regime refers to all laws, rules or regulations governing the evidencing, transfer, dematerialization, rematerialization, or registration of prescribed securities, and includes: (i) the Securities and Futures Ordinance; (ii) any rules made under the Securities and Futures Ordinance, including the USM Rules and the Securities and Futures (Approved Securities Registrars) Rules (Chapter 571AT of the Laws of Hong Kong); (iii) the ASR Code; (iv) any rules made by the HK Stock Exchange pursuant to the Securities and Futures Ordinance, including the Listing Rules; (v) any rules made by HKSCC pursuant to the Securities and Futures Ordinance, including the General Rules of HKSCC and Operational Procedures of HKSCC; and (vi) the operating rules of the Company's approved securities registrar; and (xviii) for the avoidance of doubt, any reference in these Articles to the Register being updated or having any particulars or matters entered or included therein, in respect of any shares that are registered on a branch register (including a branch register maintained in Hong Kong), shall be construed as a reference to such update, entry or inclusion being made in that branch register.

Article No.	Proposed Amendments
5.	(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of at least 3/4 of the voting rights of the issued Shares of that class (excluding treasury shares) or with the approval of a resolution passed by at least three fourths of the voting rights by the holders of the Shares of that class (excluding treasury shares) present and voting in person or by proxy at a separate general meeting of such holders. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (~~other than~~including at an adjourned meeting or postponed meeting) shall be not less than 2 persons holding ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or representing by proxy at least one-third of the issued Shares of that class~~, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares~~ (excluding treasury shares), that every holder of Shares of the class (excluding any Shares of that class held as treasury shares) shall be entitled on a poll to one vote for every such Share held by ~~them)~~him and that any holder of Shares of the class (excluding treasury shares) present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll. ... (d) For the avoidance of doubt, Shares do not constitute a separate class solely by virtue of being in certificated form or uncertificated form.

Article No.	Proposed Amendments
15.	(a) Subject to the Companies Act, the Company's Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules of any competent regulatory authority ~~or~~, any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner of purchase has first been authorized by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner authorized or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force. ... (c) (ii) The holder of ~~the~~ Shares in certificated form being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

Article No.	Proposed Amendments
17.	(a) The Board shall cause to be kept the Register and there shall be entered therein the following particulars ~~required under the Companies Act.~~: (i) the name and address of each Shareholder, the number and class of Shares held by him and the amount paid or agreed to be considered as paid on such Shares; (ii) the date on which each person was entered in the Register; (iii) the date on which any person ceased to be a Shareholder; and (iv) such matters as are required by the USM Rules to be included in it. (b) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch Register at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch Register in Hong Kong. (c) This paragraph applies (a) to Shares for so long as they are prescribed securities; and (b) in respect of that portion of the HK Branch Register relating to such Shares: (i) the Company shall keep the HK Branch Register in accordance with the USM Rules, and include in it such matters as are required by those rules to be included in it; (ii) where any Share is issued in uncertificated form, or is dematerialized, the Share will be recorded in the HK Branch Register as being in uncertificated form and such record will not be amended or removed except in accordance with the USM Rules; (iii) entries in the HK Branch Register shall have such evidential value and other effect as provided in the USM Rules. Changes to any entry in the HK Branch Register relating to the Shareholder will be notified to the Shareholder in accordance with the USM Rules and the ASR Code; (iv) a person may, in accordance with the USM Rules, inspect, make copies of, and request to be provided with copies of, entries in the HK Branch Register. (d) ~~(c)~~ During the Relevant Period (except when the Register is closed in accordance with relevant section(s) of the Companies Ordinance), any shareholder or holders of prescribed securities may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. For so long as the Shares are participating securities, this Article 17(d) applies subject to the USM Rules.

Article No.	Proposed Amendments
	(e) ~~(d)~~ The Register ~~maybe~~may be closed at such time or for such period in accordance with the terms equivalent to section 632 of the Companies Ordinance and in any event not exceeding in the whole 30 days in each year as the Board may determine. The period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the shareholders by ordinary resolution. For so long as the Shares are participating securities, this Article 17(e) applies subject to the USM Rules.
18.	(a) Subject to Articles 22B and 22D, ~~E~~every person whose name is entered as a Shareholder in the Register shall be entitled without payment to receive within 10 business days after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory or the ASR Code, whichever is shorter, if such a time limit is applicable) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the rules of the relevant stock exchange in Hong Kong and the ASR Code, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.

Article No.	Proposed Amendments
	(b) ~~The~~Subject to Articles 22A, 22B and 22D, (i) the Company may, in the event of a change in the form of definitive Share certificate adopted by the Board, issue new definitive certificates to all holders of Shares appearing on the Register in replacement of old definitive certificates issued to such holders~~. The~~; (ii) the Board may resolve whether or not to require the return of the old certificates as a condition precedent to the issue of replacement certificates and, as regards any old certificates which have been lost or defaced, to impose such conditions (including as to indemnity) as the Board shall see fit~~. If~~; and (iii) if the Board elects not to require the return of the old certificates, the same shall be deemed to have been cancelled and of no further effect for all purposes.
19.	~~Every~~Subject to Articles 22B and 22D, where a share certificate is issued for Shares, warrants or debentures or representing any other form of securities of the Company, it shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal.
20.	Subject to Articles 22B and 22D, ~~E~~every share certificate, if hereafter issued, shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. ~~A~~Subject to Articles 22B and 22D, a share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to vote at general meetings, must include the words “restricted voting” or “limited voting” or “non-voting” or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.
22.	~~If~~Subject to Article 22A, (a) if a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the rules of the relevant stock exchange in Hong Kong, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate~~. In~~; and (b) in the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

Article No.	Proposed Amendments
22A.	This Article 22A applies to Shares for so long as they are participating securities and not in the process of delisting, and save as otherwise permitted or required under the USM Rules: (a) If a share certificate is defaced, damaged, lost or destroyed, and no replacement certificate is issued prior to the day on which the Shares become participating securities: (i) the Shareholder will not be entitled to be issued with a replacement certificate in respect of the same Shares; and (ii) subject to paragraph (b) of this Article 22A, the Shares may instead be dematerialized in accordance with the USM Rules. (b) Shares that are evidenced by a certificate that is defaced, damaged, lost or destroyed may not be dematerialized unless the Shareholder has complied with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Board may decide.
22B.	This Article 22B applies to Shares for so long as they are participating securities and not in the process of delisting, and save as otherwise permitted or required under the USM Rules: (a) With effect from (and including) the day on which the Shares become participating securities ("participation date"), no certificate will be issued in respect of any such Shares. (b) For the avoidance of doubt, paragraph (a) of this Article 22B applies (without limitation) in the following circumstances: (i) following any issue, allotment, transfer, transmission, consolidation or subdivision of the Shares, if the issue, allotment, transfer, transmission, consolidation or subdivision is registered in the HK Branch Register on or after the participation date; or (ii) where, for whatever reason, the Shareholder requests to replace an existing certificate for the Share, and the replacement certificate is not issued before the participation date. (c) Nothing in this Article 22B affects the validity of any certificate issued by the Company in respect of a Share prior to the participation date, and not cancelled.

<table>
<tr><th>Article No.</th><th>Proposed Amendments</th></tr>
<tr><td>22C.</td><td>This Article 22C applies to Shares for so long as they are participating securities and not in the process of delisting, and save as otherwise permitted or required under the USM Rules:
(a) any Share issued on or after the day on which the Shares become participating securities will be issued in uncertificated form and no certificate will be issued in respect of it; and
(b) with effect from (and including) the day on which the Shares become participating securities, the Shares which are in certificated form may be dematerialized in accordance with the USM Rules. A reasonable dematerialization fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's approved securities registrar to the holder and/or transferee of a Share in connection with the dematerialization of the Share. Such fee may be charged irrespective of whether the dematerialization is initiated by the Company or requested by the holder or transferee.</td></tr>
<tr><td>22D.</td><td>If the Shares are participating securities, (a) the Shares which are in uncertificated form may be rematerialized in accordance with the USM Rules; (b) as soon as reasonably practicable after any rematerialization, the Company must issue, free of charge, to each Shareholder whose Shares are rematerialized, such number of certificates in respect of those Shares as is required under the USM Rules; and (c) if more than one person holds a Share, only one certificate may be issued in respect of it.</td></tr>
<tr><td colspan="2" align="center">TRANSFER OF SHARES</td></tr>
<tr><td>38A.</td><td>(1) This Article 38A applies (a) to the Shares for so long as they are prescribed securities and not in the process of delisting; and (b) save as otherwise permitted or required under the USM Rules.
(2) With effect from (and including) the day on which the Shares become participating securities, they may be transferred as follows:
(a) if the Shares are held by the transferor in certificated form, by means of an instrument of transfer that complies with Articles 39 and 40 and the USM Rules; and
(b) if the Shares are held by the transferor in uncertificated form, by means of a specified request from the transferee and transferee that complies with the USM Rules.</td></tr>
</table>

Article No.	Proposed Amendments
	(3) Notwithstanding paragraph (2)(b) of this Article 38A, Shares held by the transferor in uncertificated form may be transferred by means of an instrument of transfer if the Directors are satisfied that it is not reasonably practicable to transfer them by means of a specified request. (4) A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's approved securities registrar for registering any instrument of transfer, specified request or other document relating to or affecting the title to any Share.
39.	Subject to the Companies Act~~ all~~, the Securities and Futures Ordinance, the USM Rules and Article 38A, transfers of Shares ~~shall~~may be effected by an instrument of transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be ~~under~~signed by the transferor ~~h~~and ~~only~~the transferee or, if the transferor or transferee is a Clearing House (or its nominee(s)), ~~under hand~~signed by a representative of the Clearing House (or its nominee(s)) or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.
40.	~~The~~Subject to the Companies Act, the Securities and Futures Ordinance, the USM Rules and Article 38A,(a) the instrument of transfer of any Share shall be executed by or on behalf of the transferor and by and on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so~~. The~~; and (b) 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 recognizing a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.
42.	Fully paid Shares shall be free from any restriction with respect to the right of the holder thereof to transfer such Shares (except when permitted by the HK Stock Exchange) and shall also be free from all liens. ~~The~~Subject to Article 43(2), the Board however, may, in its absolute discretion, refuse to register a transfer of any Share which is not fully paid to a person of whom it does not approve or any Share issued under any share option scheme upon which a restriction on transfer imposed thereby still subsists, or any transfer of any Share not effected in accordance with Articles 38A, 39 and 40 above and/or any other rules and regulations of any competent regulatory authority, and it may also refuse to register a transfer of any Share (whether fully paid up or not) to more than 4 joint holders or a transfer of any Shares (not being a fully paid up Share) on which the Company has a lien.

Article No.	Proposed Amendments
43.	(1) ~~The~~ Subject to Article 43(2), the Board may also decline to recognise any instrument of transfer unless: (a) a fee of such maximum as the HK Stock Exchange or, where applicable, the ASR Code may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) has been paid to the Company; (b) where a written instrument of transfer is required or permitted by applicable law, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by ~~the~~any certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); (c) if applicable, the instrument of transfer is in respect of only one class of Share; (d) the Shares concerned are free of any lien in favour of the Company; and (e) if applicable, the instrument of transfer is properly stamped. (2) Without prejudice to Articles 42 and 43(1), the Board may refuse to register the transfer of a Share: (a) if the Share is in certificated form and a specified request is sent; (b) if the Share is in uncertificated form, and (i) the specified request is not sent in accordance with the operating rules of the Company's approved securities registrar or (ii) subject to Article 38A(3), an instrument of transfer is lodged; (c) if the Board is entitled to do so under Article 50A; or (d) on any other ground provided under the USM Rules.
45.	If the Board shall refuse to register a transfer of any Share, it shall, within two months after the date on which the transfer was lodged with the Company (or where Article 38A applies, within such other period as may be required by the ASR Code, the Listing Rules and/or any other rules and regulations of any competent regulatory authority), send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal.

Article No.	Proposed Amendments
46.	Subject to Articles 22B, 22D and 38A, (a) ~~U~~upon every transfer of Shares, ~~the~~any certificate in respect thereof held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the Shares transferred to him as provided in Article l8, 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 be issued to him as provided in Article 18~~. The~~; and (b) the Company shall retain the instrument of transfer (if applicable).
47.	The registration of transfers may be suspended when the Register is closed in accordance with Article 17(~~d~~e). For so long as the Shares are participating securities, this Article applies subject to the USM Rules.
50.	If the person becoming entitled to a Share pursuant to Article 49 shall elect to be registered himself as the holder of such Share, he shall deliver or send to the Company a notice in writing signed by him, at (unless the Board otherwise agrees) the Registration Office, stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by (a) executing ~~a~~an instrument of transfer of such Share to his nominee, or (b) if Article 38A applies and so permits, send a specified request in respect of such Share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death, bankruptcy or winding-up of the Shareholder had not occurred and the notice or transfer were a transfer executed by such Shareholder.
50A.	This Article 50A applies to Shares for so long as they are participating securities and not in the process of delisting and save as otherwise permitted or required under the USM Rules. The Board may refuse to register the transfer or transmission of a Share if: (a) the Share is in certificated form and a dematerialization request in respect of that Share and any other Share covered by the same certificate as that Share: (i) is not received; or (ii) is refused under the USM Rules; (b) the Share is in uncertificated form as a result of the Company having initiated its dematerialization, and the dematerialization fee payable in respect of the dematerialization remains unpaid; or (c) the transferor, transferee or transmittee (as applicable) of the Share is not a system-member of the UNSRT system operated by the Company's approved securities registrar.

Article No.	Proposed Amendments
61(b).	In the event of a forfeiture of Shares the Shareholder shall be bound to deliver and shall forthwith deliver to the Company ~~the~~any certificate~~ or certificates~~(s) held by him for the Shares so forfeited and in any event ~~the~~any certificate~~s representing~~(s) issued in respect of Shares so forfeited shall be void and of no further effect.
62.	At all times during the Relevant Period, the Company shall ~~in each financial year~~ hold a general meeting for each financial year as its annual general meeting and shall specify the meeting as such in the notice calling it, and such annual general meeting must be held within 6 months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any). ~~The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.~~
63.	All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in the Relevant Territory or in any part of the world and at one or more locations as provided in Article 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion and at such time as the Board shall appoint.
64.	The Board may, whenever it thinks fit, convene an extraordinary general meeting, and shareholders holding at the date of deposit of the requisition in aggregate at least one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company (excluding treasury shares) having the right of voting at general meetings shall at all times have the right, by written requisition to the Directors or the Secretary, to require ~~a special~~an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Article No.	Proposed Amendments
65.	An annual general meeting shall be called by at least 21 clear days' notice in writing, and a meeting of the Company other than an annual general meeting shall be called by at least 14 clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify ~~the place,~~ (a) the dat~~ey,~~ and ~~the hour~~time of meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting; and (d) ~~the agenda of the meeting and~~ particulars of the resolutions to be considered at that meeting ~~and in case of special business (as defined in Article 67), the general nature of that business~~, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.
67.	All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business: (i) the declaration and sanctioning of Dividends; (ii) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets; (iii) the election of Directors in place of those retiring; (iv) the appointment of Auditors; (v) the fixing of, or the determining of the method of fixing of the remuneration of the Directors and of the Auditors;

Article No.	Proposed Amendments
	(vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares of the Company representing not more than 20% (or such other percentage as may from time to time be specified in the relevant rules of the HK Stock Exchange) of the number of issued Shares (excluding treasury shares) of the Company ~~in nominal value of its then existing issued share capital~~ and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and (vii) the granting of any mandate or authority to the Board to repurchase securities of the Company.
67A	All Shareholders (including a shareholder which is a ~~c~~Clearing ~~h~~House (or its nominee(s))) shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration.
68.	For all purposes the quorum for a general meeting shall be 2 Shareholders present in person ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
70.	(A) The Chairman (if any) of the Board or if he is absent or declines to take the chair at such meeting, the Vice Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Vice Chairman, or, if at any general meeting neither of such Chairman or Vice Chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be Chairman of the meeting. (B) If the Chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person determined as Article 70(A) shall preside as the Chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

Article No.	Proposed Amendments
71.	~~The~~ Subject to Article 71C, the Chairman of the meeting may~~,~~ (without the consent of ~~any general~~ the meeting) ~~at which a quorum is present, and~~ or shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) ~~as the meeting shall determine~~. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the ~~place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting~~details as set out in Article 65 but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
71A.	(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any shareholder or any proxy attending and participating in such way or any shareholder or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. (2) All general meetings are subject to the following and, where appropriate, all references to a "shareholder" or "shareholders" in this sub-paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively: (a) where a shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place; (b) shareholders present in person or by proxy at a Meeting Location and/or shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that shareholders at all Meeting Locations and shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

Article No.	Proposed Amendments
	(c) where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders 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 shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.
71B.	The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

Article No.	Proposed Amendments
71C.	If it appears to the chairman of the general meeting that: (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting; then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.
71D.	The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

Article No.	Proposed Amendments
71E.	If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force in Hong Kong at any time on the day of the meeting. This Article shall be subject to the following: (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting); (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine; (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and

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	(d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the shareholders.
71F.	All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
71G.	Without prejudice to other provisions in Article 71, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
72.	At any physical general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded: (a) by the Chairman of the meeting; or (b) by at least 3 Shareholders present in person ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or by proxy for the time being entitled to vote at the meeting; or (c) by any Shareholder or Shareholders present in person ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

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	(d) by any Shareholder or Shareholders present in person ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or by proxy and holding Shares in the Company 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; or (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights of all the Shareholders having the right to vote at the meeting. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
79.	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands.
80.	Any person entitled under Article 51 to be registered as the holder of any Shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Article No.	Proposed Amendments
82.	A Shareholder 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 or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting or adjourned meeting or postponed meeting (as the case may be), be delivered.
84.	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote 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, whose decision shall be final and conclusive.
85.	Any Shareholder (including a ~~clearing~~ Clearing ~~house~~House) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy or representative (if such ~~member~~ Shareholder is a corporation) to attend and vote instead of such Shareholder. A ~~member~~ Shareholder which is a corporation may execute a form of proxy under the hand of a duly authorised representative. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally ~~(or, in the case of a Shareholder being a corporation, by its duly authorised representative)~~ or by proxy. A proxy or a representative shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy or a representative as such Shareholder could exercise as if it were an individual shareholder present in person at any general meeting. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

Article No.	Proposed Amendments
87.	The instrument appointing a proxy shall be ~~in writing under the hand of~~such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or ~~of~~ his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or ~~under the hand of~~signed by an officer or attorney duly authorised, or (subject to any limitations imposed by the Company's approved securities registrar) is an authenticated message (as defined in Article 186A) that is attributable and addressed as described in Article 186A.
88.	(A) The Company may, at its absolute discretion, or, where the applicable laws, rules or regulations mandatorily requires the provisions of an electronic address for the receipt of documents or information, the Company shall, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

Article No.	Proposed Amendments
	(B) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a ~~notarially~~ certified copy of ~~that~~ such power or authority, shall be ~~deposited~~ delivered to~~at~~ such place or one of such places (if any) as ~~is specified in the notice of meeting or in the instrument of proxy issued by the Company~~may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified~~,~~ at the Registration Office~~)~~ or the Registered Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in ~~such~~ the instrument proposes to vote~~, and in default the instrument of proxy shall not be treated as valid~~. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting in ~~a~~ cases where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting ~~in person~~ (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting convened ~~or upon the poll concerned~~ and~~,~~ in such event, the instrument appointing a proxy shall be deemed to be revoked.
90.	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.
91.	A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least 2 hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used. Subject to any limitations imposed by the Company's approved securities registrar, such intimation in writing or notice may be sent by means of an authenticated message (as defined in Article 186A) that is attributable and addressed as described in Article 186A.

Article No.	Proposed Amendments
92(b).	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its proxy/ proxies or corporate representative/representatives who enjoy rights equivalent to the rights of other ~~Members~~ Shareholders to the extent permitted by the Companies Act to attend and vote at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands and the right to speak.
93.	Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless: (a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company or handed to the Chairman of the meeting at the meeting, or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting or postponed meeting at which the person so authorised proposes to vote or handed to the Chairman of the meeting at the meeting; and

Article No.	Proposed Amendments
	(b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the corporate representative proposes to vote.
104.	(a) Payments to any Director or past director of the Company of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the director of the Company or past director is contractually or statutorily entitled) must be approved by the Company in general meeting. (b) ~~Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Act, the Company shall not directly or indirectly:~~ ~~(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Associates;~~ ~~(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Associates; or~~

Article No.	Proposed Amendments
	~~(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company~~The Company shall not make any loan, directly or indirectly, to a Director or to his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance as if the Company were a company incorporated in Hong Kong. (c) Article 104(a) and (b) shall only apply during the Relevant Period.
107(c).	A Director shall not vote ~~(nor shall he be counted in the quorum)~~ on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his close a~~A~~ssociate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely: (i) the giving of any security or indemnity either: (a) to the Director or his close a~~A~~ssociate(s) in respect of money lent 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 (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close a~~A~~ssociate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

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	(ii) any proposal concerning an offer of 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 his close a~~A~~ssociate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; ~~(iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his Associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associate(s) is derived) or of the voting rights;~~ (iii~~v~~) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including: (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme ~~involving the issue or grant of options over shares or other securities by the Company~~ under which the Director or his close a~~A~~ssociate(s) may benefit; or (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates ~~both to~~the Director~~s~~, his close a~~A~~ssociate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close a~~A~~ssociate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and (iv) any contract or arrangement in which the Director or his close a~~A~~ssociate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company~~;~~. ...

Article No.	Proposed Amendments
	(e) 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) or his close a~~A~~ssociates or as to the entitlement of any Director (other than such Chairman) 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 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 a~~A~~ssociates 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 or his close a~~A~~ssociates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his close a~~A~~ssociates as known to him has not been fairly disclosed to the Board.
113.	No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office or at such other place(s) as the Board shall appoint. The period for lodgment of the notices required under this Article will 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 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.
114.	The ~~Company~~Shareholders may by Ordinary Resolution at a general meeting remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Article No.	Proposed Amendments
133.	The Board may meet together for the despatch of business, adjourn or postpone and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined 2 Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
134.	A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by telex or telegram, electronic mail or facsimile transmission at the telephone or electronic address or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.
142(a).	A resolution in writing signed by all the Directors (or their respective alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent to such resolution given by a Director in writing to the Directors by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.

Article No.	Proposed Amendments
147(b).	Every instrument to which a Seal shall be affixed shall be signed autographically by one Director and the Secretary, or by 2 Directors, or by some other person(s) appointed by the Board for the purpose, provided that, subject to Articles 22B and 22D, as regards any certificates for Shares or Debentures or other securities of the Company, the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic as specified in such resolution or that such certificates need not be signed by any person.
153(b).	Subject to the Companies Act, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. To the extent necessary, the Board may make arrangements to calculate a Shareholder's rights separately in respect of the portion of Shares held by the Shareholder in certificated form and the portion held in uncertificated form where it is impracticable to do otherwise.

Article No.	Proposed Amendments
159.	Whenever the Board or the Company in general meeting has resolved that a Dividend be paid or declared, the Board may further resolve that such Dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up Shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to Shareholders to elect to receive such Dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Shareholders upon the footing of the value so fixed in order to adjust the rights of all parties and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may authorise any person to sign any requisite instruments of transfer and other documents or send a specified request if required or permitted by applicable laws, rules, regulations or procedures, on behalf of all Shareholders interested in the Dividend and such instrument and document shall be effective. The Board may further authorise any person to enter into on behalf of all Shareholders having an interest in any agreement with the Company or other(s) providing for such Dividend and matters in connection therewith and any such agreement made under such authority shall be effective. The Board may resolve that no such assets shall be made available or made to Shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable or the legality or practicality of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Shareholder concerned and in any such event the only entitlement of the Shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of exercise by the Board of its discretion under this Article shall not be, and shall be deemed not to be, a separate class of Shareholders for any purposes whatsoever.

Article No.	Proposed Amendments
167.	Subject to Articles 22B and 22D, (a) ~~U~~unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct~~.~~; (b)~~E~~every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged~~.~~; and (c) ~~E~~every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby. For the avoidance of doubt, any dividend or other moneys payable or bonuses, rights or other distributions in respect of any share may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.
175(b).	Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent in accordance with Article 180~~by post~~ together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

Article No.	Proposed Amendments
180.	(A) (i) ~~Except where otherwise expressly stated, a~~Any notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not to be given or issued under these Articles from the Company to ~~to or by any~~a Shareholder ~~person pursuant to these Articles~~ shall be in writing or by cable, telex or facsimile transmission or electronic communication, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article~~, contained in an electronic communication~~. A notice calling a meeting of the Board need not be in writing. (ii) A notice or document ~~(including a share certificate)~~ may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the ~~register~~ Register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the ~~register~~ Register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means without the need for any additional consent or notification to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on the Company's website or the website of the stock exchange in the Relevant Territory without the need for any additional consent or notification~~a computer network and notifying the Shareholder concerned, in such manner as he may from time to time authorise, that it has been so published~~. (iii) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.

Article No.	Proposed Amendments
	(B) Any Notice or other document: (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof; (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on the Company's website or the website of the stock exchange in the Relevant Territory, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules; (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and (d) if published as an advertisement in a Newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears. (~~B~~C) (i) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.

Article No.	Proposed Amendments
	(ii) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.
181.	(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available. (b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address/electronic address or a correct registered address/electronic address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address/electronic address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address/electronic address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

Article No.	Proposed Amendments
	(c) If on 3 consecutive occasions notices or other documents have been sent ~~through the post~~ to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic means to his electronic address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address for the service of notices on him.
~~182.~~	~~Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published.~~
~~183.~~182.	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it via electronic means or through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trust of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.

Article No.	Proposed Amendments
~~184.~~183.	Any person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any Share shall be bound by every notice in respect of such share which prior to his name and address (including electronic address) being entered on the ~~register~~ Register as registered holder of such share, shall have been duly served to the person from whom he derives his title to such share.
184.	Every Shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
185.	Any notice or document delivered or sent by electronic means or post to, or left at the electronic or registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.
186.	The signature to any notice or document to be given by the Company may be written ~~or~~, printed or by electronic means.
186A.	Subject to any limitations imposed by the Company's approved securities registrar, (a) anything sent or supplied by the Company to any holder or transferee of the Shares; and (b) anything sent or supplied by any holder or transferee of the Shares to the Company, may be sent or supplied by means of an authenticated message. The provisions of the USM Rules relating to the effect of an authenticated message apply if, in accordance with the USM Rules, (a) the message is attributable to the person sending or supplying it; and (b) the person receiving the message is the addressee of the message. For the purpose of this Article 186A, "authenticated message" bears the meaning given under the USM Rules, except that such message may relate to all the Shares that are prescribed securities, and not only those that are participating securities.

Article No.	Proposed Amendments
192.	The Company may exercise the power to cease ~~sending cheques~~making distributions for Dividend entitlements or Dividend warrants ~~by post if such cheques or warrants remain uncashed on 2 consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered.~~if any two consecutive distributions sent to the relevant Shareholder have been rejected, returned or otherwise not completed by the paying bank or payment system or through the approved securities registrar's system. However, the Company may, after the first such occurrence, suspend further attempts to effect payment by electronic means until the Shareholder has provided to the Company or the approved securities registrar updated payment instructions. For the avoidance of doubt, distributions shall resume once such details have been duly updated and validated.
193.	(a) The Company shall have the power to sell, in such manner as the Board thinks fit, any Shares of a Shareholder who is untraceable, but no such sale shall be made unless: ~~(i) during the period of 12 years prior to the date of the advertisements referred to in sub-paragraph (ii) below (or, if published more than once, the first thereof) at least 3 Dividends or other distributions in respect of the Shares in question have become payable or been made and no Dividend or other distribution in respect of the Shares during that period has been claimed;~~ (i) three consecutive distributions are returned, rejected, or otherwise uncompleted by the paying bank or payment system (including electronic funds transfers) or remain unclaimed in the Company's designated facility or otherwise are not completed through the approved securities registrar's system, for any sum payable in cash to the holder of such shares during the relevant period in the manner authorised by the Articles; (ii) the Company has caused an advertisement to be inserted in the Newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in these Articles (including publication of its intention to sell on the Company's website and the Designated Stock Exchange's website or other designated platforms), of its intention to sell such Shares and a period of 3 months has elapsed since the date of such advertisement (or, if published more than once, the first thereof) or such electronic communication;

Article No.	Proposed Amendments
	(iii) the Company has not at any time during the said periods of 12 years and 3 months received any indication of the existence of the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and (iv) the Company has notified the HK Stock Exchange of its intention of such sale. For the avoidance of doubt, for Shares in uncertificated form, all steps (including tracing efforts and notices) may be carried out through the approved securities registrar's platform in accordance with the ASR Code and the USM Rules. (b) To give effect to any such sale the Board may authorise ~~any person~~the approved securities registrar to transfer the said Shares ~~and the~~by means of an electronic instruction through the Electronic System (including the UNSRT System) without the need for a written instrument of transfer ~~signed or otherwise executed~~. Any electronic instruction given by or on behalf of ~~such person~~the approved securities registrar 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 proceeds it shall become indebted to the former Shareholder for an amount equal to such net proceeds. Notwithstanding any entries made by the Company in any of its books or otherwise howsoever, no trusts 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 Shareholder holding the Shares sold is dead, bankrupt, wound up or otherwise under any legal disability or incapacity.
194.	The Company may destroy: (a) any share certificate which has been cancelled at any time after the expiry of documents one year from the date of such cancellation; (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of 2 years from the date on which such mandate, variation, cancellation or notification was recorded by the Company;

Article No.	Proposed Amendments
	(c) any document, instruction or instrument of transfer of Shares relating to the transfer of Shares which has been registered at any time after the expiry of 6 years from the date of registration; (d) any other document, on the basis of which any entry in the Register is made, at any time after the expiry of 6 years from the date on which 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 document, instruction or instrument of transfer relating to the transfer of Shares so destroyed was a valid and effective document, instruction or 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: (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 proviso (i) above are not fulfilled; and (iii) references in this Article to the destruction of any document include reference to its disposal in any manner.

Article No.	Proposed Amendments
195(a)(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 shortfall as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted or not prohibited by law, the share premium account) for such purpose until such additional nominal amount of Shares is paid up and allotted as aforesaid and until then no Dividend or other distribution shall be paid or made on the fully paid Shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall ~~be issued by~~receive from the Company, subject to Articles 22B and 22D, 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 are 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 Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.
PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS	
197.	To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall: (a) accept instructions from Shareholders and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations and voting directions) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; (b) accept payment from Shareholders and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to Shareholders and its securities holders to subscribe for any new securities; and

Article No.	Proposed Amendments
	(c) pay any corporate action proceeds (including proceeds paid by the Company to Shareholders and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.
UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES	
198.	The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the HK Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime.

萬 華 媒 體
ONEMEDIAGROUP

ONE MEDIA GROUP LIMITED

萬華媒體集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

NOTICE IS HEREBY GIVEN that the annual general meeting (''Meeting'') of One Media Group Limited (the ''Company'') will be held at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 13 August 2026 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited financial statements, the report of the directors and the independent auditor's report for the year ended 31 March 2026;

2. to re-elect Director and to authorise the Board to fix the remuneration of Directors; and

3. to re-appoint auditor and to authorise the Board to fix the remuneration of auditor.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

4. ''**THAT**:

ORDINARY RESOLUTIONS

(a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK$0.001 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the ''Stock Exchange'') or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury Shares) as at the date of passing this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution) and such maximum number of shares of the Company shall be adjusted accordingly; and

(c) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

5. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.001 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the grant or issue of shares or rights to acquire shares of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury Shares) as at the date of passing this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution) and such maximum number of shares of the Company shall be adjusted accordingly; and

(d) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

6. "**THAT** subject to the passing of the resolutions nos. 4 and 5 set out in the notice convening the meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4 set out in the notice convening this meeting (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company after the passing of this resolution)."

To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

7. "**THAT**:

(a) the proposed amendments to the existing amended and restated memorandum of association and amended and restated articles of association of the Company (the "Existing Memorandum and Articles") set out in Appendix III to the circular of the Company dated 15 July 2026 (the "Proposed Amendments") be and are hereby approved and the new amended and restated memorandum of association and amended and restated articles of association (the "New Memorandum and Articles") (a copy of which is tabled at the Meeting and marked "A" and initialled by the chairman of the Meeting for identification purpose), incorporating and consolidating all the Proposed Amendments, be and is hereby approved and adopted as the new amended and restated memorandum of association and amended and restated articles of association of the Company in substitution for and to the exclusion of the Existing Memorandum and Articles with immediate effect; and

(b) any one director ("**Director**") or secretary or the registered office provider of the Company be and is hereby authorised to do all such acts and things (including filing the New Memorandum and Articles with the relevant authorities for approval, endorsement and/or registration in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles."

By Order of the Board
One Media Group Limited
YEUNG Ying Fat
Company Secretary

Hong Kong, 15 July 2026

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office of the Company at 16th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

3. For the purposes of the annual general meeting, the register of members of the Company will be closed from Monday, 10 August 2026 to Thursday, 13 August 2026 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 7 August 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the annual general meeting is Thursday, 13 August 2026.

4. With regard to resolution no. 2 in this notice, the Board of Directors of the Company proposes that the retiring Director, Mr. YU Hon To, David be re-elected as Director of the Company. Details of the said retiring Director are set out in Appendix II to the circular to be sent to the Shareholders on 15 July 2026.

5. If Tropical Cyclone Warning Signal No. 8 or above, black rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at http://www.corp.omghk.com and on the website of the HKEXnews at http://www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.