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If you are in any doubt about 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 **China Renaissance Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA RENAISSANCE HOLDINGS LIMITED

華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1911)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF
ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Renaissance Holdings Limited to be held at Units 8107-08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on June 23, 2026 at 10:00 a.m. is set out on pages 41 to 47 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.huaxing.com. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. before 10 a.m. on June 21, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjourned meeting thereof if they so wish. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the Company's general meeting in respect of such treasury shares. No gifts or souvenirs will be distributed for the annual general meeting.

May 29, 2026

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Units 8107-08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on June 23, 2026 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 41 to 47 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	China Renaissance Holdings Limited (華興資本控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on July 13, 2011, with its Shares listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“ESOP”	the employees’ share option plan of the Company as approved by the Board on August 24, 2012, which was amended and restated on March 1, 2013, April 27, 2015, and June 5, 2018
“Existing Memorandum and Articles of Association”	the fifth amended and restated memorandum and articles of association of the Company adopted by way of a special resolution approved by Shareholders at the Company’s annual general meeting held on October 9, 2024

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the Shares not exceeding 20 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the relevant mandate
“Latest Practicable Date”	May 25, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“New Memorandum and Articles of Association”	the sixth amended and restated memorandum and articles of association of the Company incorporating all the Proposed Amendments proposed to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the Annual General Meeting
“Nomination Committee”	The nomination committee of the Company
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan, unless otherwise specified
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association which, other than the re-numbering of articles and related consequential amendments, are set out in Appendix III to this circular

DEFINITIONS

“Prospectus”	the prospectus of the Company dated September 14, 2018
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the relevant mandate
“RMB”	Renminbi, the lawful currency of PRC
“RSU Plan”	the 2018 Restricted Share Unit Plan of the Company as approved by Board on June 15, 2018
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of US\$0.000025 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“treasury shares”	the Shares purchased, redeemed and/or surrendered and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the Articles of Association, which for the purpose of the Listing Rules, include Shares bought back by the Company and held or deposited in CCASS for sale on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

Notes:

- 1) In this circular, the terms “close associate”, “core connected person”, “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires; and
- 2) Capitalised terms used in this circular bear the same meanings as defined in the Prospectus, unless otherwise defined herein.

LETTER FROM THE BOARD



CHINA RENAISSANCE HOLDINGS LIMITED

華興資本控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1911)

Executive Directors:

Ms. Hui Yin Ching (*Chairperson*)

Mr. Wang Lixing

Mr. Du Yongbo

Non-executive Director:

Mr. Lin Ning David

Independent non-executive Directors:

Ms. Chan Ka Lai Vanessa

Mr. Alex Liang

Mr. Zhao Yue

Mr. FU Frank Kan

Registered office:

The offices of Maples Corporate Services Limited

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal place of business

in the PRC:

Pacific Century Place, Gate 1, Space 8

No. 2A Workers' Stadium North Road

Chaoyang District

Beijing 100027

PRC

Principal place of business in Hong Kong:

Units 8107-08, Level 81

International Commerce Centre

1 Austin Road West

Kowloon, Hong Kong

May 29, 2026

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF
ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and further information about the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (b) the re-election of the retiring Directors; (c) the re-appointment of the Auditor; and (d) the proposed adoption of the New Memorandum and Articles of Association.

2. ISSUE MANDATE

In order to facilitate effective management and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the general mandate to issue Shares at the Annual General Meeting. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with (including but not limited to the resale of treasury shares) the additional Shares in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the Shareholders' resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 573,347,776 Shares. Subject to the passing of the ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 114,669,555 Shares under the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares repurchased by the Company under ordinary resolution no. 4(B) will also be added to extend the 20 per cent limit of the Issue Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing the Shareholders' resolutions in relation to the Issue Mandate and the Repurchase Mandate.

The Issue Mandate will continue to be in force from the passing of the said Shareholders' resolution until whichever the following first occurs: (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 to be held; or (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

3. REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the Shareholders' resolution in relation to the Repurchase Mandate.

The Repurchase Mandate, if approved, will continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

The Board notes that with effect from 11 June 2024, the Listing Rules was amended to (i) introduce flexibility for listed companies to allow shares bought back to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company buys back Shares pursuant to the general mandate to buy back Shares, the Company may cancel the Shares bought back and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share buy-back. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.2 of the Articles of Association, a Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. As such, Mr. FU Frank Kan shall retire from office as Director at the Annual General Meeting. The abovementioned Director, being eligible, will offer himself for re-appointment at the Annual General Meeting upon election.

LETTER FROM THE BOARD

In accordance with article 16.18 of the Articles of Association, the Directors being Mr. Wang Lixing, Mr. Du Yongbo, and Mr. Alex Liang will retire by rotation at the Annual General Meeting. Each of the abovementioned retiring Directors, being eligible, will offer himself for re-appointment at the Annual General Meeting upon election.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

ZHONGHUI ANDA CPA Limited (“**Zhonghui Anda**”) will retire as the auditor of the Company at the Annual General Meeting and being eligible, offer themselves for re-appointment as the auditor of the Company.

Following the recommendation of the audit committee of the Company, the Board proposed to re-appoint Zhonghui Anda as the auditor of the Company with a term expiring upon the next annual general meeting of the Company, and the Board proposed be authorized to fix its remuneration.

An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the Annual General Meeting for consideration and approval by the Shareholders.

The estimated audit fee payable to Zhonghui Anda for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be approximately RMB3.7 million (exclusive of out-of-pocket expenses). Such fee has been determined after due consideration and arm’s length negotiations between the Company and Zhonghui Anda, taking into account, among other things, historical audit fees, prevailing market rates, the complexity and business plans of the Group, the expected scope of the audit, the audit timetable, and the auditor’s resources required. The estimated audit fee has been determined on the basis that no material changes are expected in the Group’s operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit.

As Zhonghui Anda is relatively familiar with the Group’s financial position and affairs, the Board considers that the estimated audit fee agreed with the Auditor is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 December 2026 will be performed more efficiently by Zhonghui Anda, which is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Unless there is a material change in the basis and assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

6. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated May 29, 2026, the Board proposed to amend the Existing Memorandum and Articles of Association by incorporating the Proposed Amendments to the Existing Memorandum and Articles of Association to:

1. enable the holding of general meetings which Shareholders can attend virtually with the use of technology and can cast votes by electronic means to align with the latest Core Shareholder Protection Standards in Appendix A1 of the Listing Rules;
2. enable the Company to hold Shares repurchased by the Company as treasury Shares as permitted by the recently amended Listing Rules; and
3. make other consequential and housekeeping changes to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

In view of the Proposed Amendments, the Board recommends the shareholders to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

Details of the Proposed Amendments (other than the re-numbering of articles and related consequential amendments) are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments in Appendix III is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The proposed adoption of the New Memorandum and Articles of Association is subject to the passing of a special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the Existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the New Memorandum and Articles of Association conform with the applicable requirements under the Listing Rules and the applicable laws of the Cayman Islands. There is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

7. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 41 to 47 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate, and approving the re-election of the retiring Directors, and a special resolution in relation to the proposed adoption of the New Memorandum and Articles of Association.

8. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.huaxing.com. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on June 21, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

9. VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the Issue Mandate and Repurchase Mandate, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to article 13.6 of the Articles of Association and Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate and the Repurchase Mandate, approving the re-election of the retiring Directors, and adopting the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By Order of the Board

China Renaissance Holdings Limited

Hui Yin Ching

Chairperson and Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

1. EXECUTIVE DIRECTORS

Mr. Wang Lixing

Mr. Wang Lixing (“Mr. Wang”), aged 46, is an executive director of our Company and the managing director, co-president of investment banking division of the Group. Mr. Wang was also appointed as Co-President of the Group with effect from February 2, 2024, and as the Chief Executive Officer of the Company with effect from November 29, 2024. Mr. Wang started his investment banking career with the Group in July 2007. From July 2007 to December 2015, he served as analyst, associate, vice president of the TME Group division, director of the corporate finance group division, managing director of the corporate finance group division. From January 2016 to December 2018, he served as head of advisory of the Group, before serving as his current role since January 2019. Mr. Wang is currently a member of the Executive Committee of the Company.

Mr. Wang received his bachelor’s degree in automotive engineering in July 2002 and his master’s degree in information and communication engineering in July 2007, both from Tsinghua University. Mr. Wang is a director of certain subsidiaries of the Company. During the past three years, Mr. Wang has not been a director of any other listed companies.

Mr. Wang has entered into a service agreement with the Company for an initial term of three years in relation to his appointment, subject to retirement by rotation as a director and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. The service agreement may be terminated by either party on not less than three months’ written notice. Under that service contract, Mr. Wang is not entitled to receive any emolument (other than such discretionary bonus that the Board may determine in its absolute discretion) for his office as executive Director.

As at the Latest Practicable Date, Mr. Wang has interest (for the purposes of Part XV of the SFO) in 2,721,092 Shares pursuant to options granted to him under the ESOP and 2,070,131 Shares pursuant to RSUs granted to him under the RSU Plan. Separately, he also has an indirect interest in a long position of 510,000 shares. Accordingly, Mr. Wang is interested or deemed to be interested in a total of 5,301,223 Shares, representing approximately 0.92% of the existing issued share capital of the Company.

Mr. Du Yongbo

Mr. Du Yongbo (杜永波) (“Mr. Du”), aged 55, was appointed as an executive Director and Co-President of the Group with effect from February 2, 2024. He is currently our managing partner of Huaxing Growth Capital, responsible for overseeing the new economy investment management business of our Group, having held this position since January 2016. Mr. Du is also currently a member of the Executive Committee of the Company. Since joining our Group in April 2006, Mr. Du has held various senior positions, including as principal of our TME group, and as managing director of our corporate finance group. Mr. Du served as an executive Director between August 2011 and August 2020. Prior to joining our Group, Mr. Du also served at the Lenovo Group for approximately 8 years, where he held various positions in different companies within the Lenovo Group, including as investment director from January 2002 to May 2006, the general manager from November 1998 to October 1999, and the vice general manager of corporate planning from April 1995 to October 1998. Before that, Mr. Du was the procurement manager of Huizhou Samsung Electronics Co., Ltd. (惠州三星電子有限公司) from July 1993 to January 1995.

Mr. Du received his dual bachelor’s degrees in engineering (majoring in thermal and nuclear energy, and mechanical engineering) from Tsinghua University in July 1993, and his master of business administration degree in finance from the Chinese University of Hong Kong in December 2006. Mr. Du is a director of certain subsidiaries of our Company, he also acted as an independent non-executive director of Inkeverse Group Limited, whose shares are listed on the Stock Exchange with stock code 3700, from 23 June 2018 to 29 November 2024. Save as disclosed above, Mr. Du had not held any directorships in other listed public companies during the past three years.

Mr. Du has entered into a service agreement with the Company for an initial term of three years in relation to his appointment, subject to retirement by rotation as a director and re-election at the general meetings of the Company in accordance with the Articles of Association and the Listing Rules. The service agreement may be terminated by either party on not less than three months’ written notice. Under that service contract, Mr. Du is not entitled to receive any emolument (other than such discretionary bonus that the Board may determine in its absolute discretion) for his office as executive Director.

As at the Latest Practicable Date, Mr. Du has interest (for the purposes of Part XV of the SFO) in 380,000 Shares pursuant to options granted to him under the ESOP and 1,619,299 Shares pursuant to RSUs granted to him under the RSU Plan. Accordingly, Mr. Du is interested or deemed to be interested in a total of 1,999,299 Shares, representing approximately 0.35% of the existing issued share capital of the Company. Mr. Du also has a minority interest in CR Partners Limited, our controlling shareholder holding 218,127,332 Shares as of the Latest Practicable Date, which is ultimately controlled by Mr. Bao Fan, the Company’s controlling shareholder.

2. INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Alex Liang**

Mr. Alex Liang (“**Mr. Liang**”), aged 57, was appointed as an independent non-executive Director, a member of the Audit Committee and chairperson of the Remuneration Committee of our Company with effect from October 9, 2024. Mr. Liang has over 13 years of experience in venture capital investment, covering a portfolio of technology companies in both the United States and China with a focus in artificial intelligence companies. Being a veteran in the venture capital and technology industries, Mr. Liang is well-connected within the startup communities and among venture capitalists in Silicon Valley. In addition to his venture capital experience, Mr. Liang has over 15 years of managerial and operational experience, having been the Co-Founder and CEO of MIMM Technologies (PICA Mobile Beijing) from 2005 to 2010, and as the senior executives of several multinational companies prior to that. Mr. Liang joined SAIF Partners as a Venture Partner in 2011, and established his own venture capital firm, Oriza Ventures in 2015 as the Founding Partner.

Mr. Liang received his Bachelor of Science’s degree in Computer Communications from the University of Electronic Science & Technology, Chengdu China in 1991, and Master of Science in Computer Networking from Beijing University of Posts & Telecom, China in 1994.

During the past three years, Mr. Liang has not been a director of any other listed companies. Mr. Liang entered into a letter of appointment with the Company for an initial term of three years with effect from October 9, 2024. The term of his service as an independent non-executive Director is subject to retirement and re-election at the annual general meeting of the Company pursuant to the Articles of Association. His appointment may be terminated in accordance with the terms and conditions specified in the appointment letter or by either party giving to the other not less than three months’ prior notice in writing. Mr. Liang is entitled to a remuneration of HKD500,000 per annum for his appointment as the independent non-executive Director.

As at the Latest Practicable Date, Mr. Liang did not have, and was not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Mr. FU Frank Kan

Mr. FU Frank Kan (“**Mr. FU**”), aged 56, was appointed as an independent non-executive Director, member of the Audit Committee, Remuneration Committee and Nomination Committee of our Company with effective from June 26, 2025. Mr. FU has over 30 years of experience in business development in the technology industry. From 1997 to 1998, Mr. FU was a product

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION OR APPOINTMENT

marketing manager and global channel development of Fujitsu Electronics America, Inc.. From 1998 to 2000, Mr. FU was a director of business development and product marketing of Samsung Telecommunications America, LLC. From 2000 to 2002, Mr. FU was a director of business development of AboveNet Inc. (listed on the New York Stock Exchange, stock code: ABVT). From October 2002 to October 2004, Mr. FU was a vice president of sales and marketing at Innopath Software, Inc.. From October 2004 to March 2007, Mr. FU was a vice president and general manager of Asia Pacific of Bitfone Corporation. From April 2007 to June 2013, Mr. FU was a managing director of Citirich International Ltd.. From July 2013 to January 2016, Mr. FU was executive vice president of Global Operations of Beijing Kingsoft Office Software, Inc. (北京金山辦公軟件股份有限公司) (listed on the Shanghai Stock Exchange, stock code: 688111). From January 2016 to March 2018, Mr. FU was successively a managing director of global operation and international investment, respectively, of Meitu Inc. (listed on the Stock Exchange, stock code: 1357). From June 2018 to August 2019, Mr. FU was the chief executive officer of HBUS Holdco Inc.. From August 2019 to October 2020, Mr. FU was a managing director of Fenbushi Investment Management Co., Ltd. and had been a venture partner of the same company since October 2020. Mr. FU is currently the co-founder and chief marketing officer of Math Global Foundation., Ltd.. Mr. FU has also served as the independent non-executive director of Linekong Interactive Group Co., Ltd. (listed on the Stock Exchange, stock code: 8267) since February 2023.

Mr. FU graduated from Midland University in July 1992 with a bachelor degree in business administration. He also graduated from San Jose State University in May 1999 with a master degree in business administration.

Mr. FU entered into an appointment letter with the Company on 28 June 2025 with a three-year initial term of appointment. The term of his service as an independent non-executive Director is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. His appointment may be terminated in accordance with the terms and conditions specified in the appointment letter or by either party giving to the other not less than three months' prior notice in writing. Mr. FU is entitled to an annual director's fee of HKD300,000.

As at the Latest Practicable Date, Mr. FU did not have, and was not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

In reviewing the structure of the Board, the Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, knowledge and industry experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION OR APPOINTMENT

whole, with a view to maintaining a sound balance of the Board's composition. The Nomination Committee has reviewed the biographical information of each of Mr. Liang and Mr. FU, and considered that the re-election of Mr. Liang and Mr. FU as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole by taking into account their respective business and professional background. Their depth of knowledge and experience can support their roles and they have actively participated in the Company's Board meetings and Board committee meetings, and made valuable contributions to the Group. The Nomination Committee is satisfied that each of Mr. Liang and Mr. FU has the required character, integrity and experience to continuously fulfill his role as the independent non-executive Director effectively. The Nomination Committee also considers that each of Mr. Liang and Mr. FU can provide diversity of experience, skills, expertise and background to the Board. In view of the above, on March 30, 2026, the Nomination Committee nominated each of Mr. Liang and Mr. FU for the Board to recommend each of them to be elected as an independent non-executive Director by Shareholders at the Annual General Meeting. Each of Mr. Liang and Mr. FU, being independent non-executive Director, has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules and each of them has provided annual confirmations of independence to the Company. Each of Mr. Liang and Mr. FU has exercised impartial judgements and given independent guidance to the Company during his tenure of office. The Board considers that each of them was and has remained independent.

Save as disclosed above, none of the Directors proposed for re-election at the Annual General Meeting has a service contract with members of the Group that is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

Save as disclosed herein and as at the Latest Practicable Date, each of the above Directors did not have, and was not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and immediately preceding the Latest Practicable Date, each of the above Directors had not held any directorships in other listed public companies during the past three years, does not hold any other position with the Company or other members of the Group and does not have any other relationships with any of the other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the Directors that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 573,347,776 Shares of par value of US\$0.000025 each. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 57,334,777 Shares which represent 10 per cent of the issued share capital of the Company (excluding treasury shares, if any) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting.

3. STATUS OF SHARES BOUGHT BACK

As stated in the Letter from the Board, with effect from 11 June 2024, the Listing Rules was amended to (i) introduce flexibility for listed companies to allow shares bought back to be held in treasury, and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules,

if the Company buys back Shares pursuant to the Repurchase Mandate, the Company may cancel such Shares bought back or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share buy-back. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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

4. REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. 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 its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Articles of Association and the Cayman Companies Act. The amount of premium over the par value of the Shares payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, Mr. Bao Fan, our controlling shareholder, is interested or deemed to be interested in total aggregate number of 278,748,563 Shares, representing approximately 48.62% of the existing issued share capital of the Company under the SFO. In the event that the Directors exercise in full the Repurchase Mandate, the interests of the abovementioned parties will be increased to approximately 54.02% of the issued share capital of the Company (excluding treasury shares, if any), and such increase may give rise to an obligation to make a mandatory general offer under the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with the Takeovers Code. The Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital (excluding treasury shares, if any) of the Company would be in public hands. The Directors do not have intention to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. SHARE PRICES

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

Month	Highest traded prices	Lowest traded prices
	HK\$	HK\$
2025		
May	3.38	3.02
June	5.90	3.17
July	6.90	4.53
August	10.02	5.23
September	8.50	6.88
October	8.27	5.76
November	6.03	4.87
December	5.10	4.12
2026		
January	5.17	3.96
February	4.76	3.88
March	4.01	3.20
April	4.10	3.31
May (up to the Latest Practicable Date)	3.84	3.20

9. GENERAL

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands, the Memorandum of Association and the Articles of Association. The Directors have confirmed that neither the explanatory statement set out in this Appendix II nor the proposed share repurchase has any unusual features.

APPENDIX III

**PROPOSED AMENDMENTS OF THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Set out below are the Proposed Amendments. Deleted texts are presented in strikethrough and additional texts are presented in underline.

Articles of the Existing Articles of Association	Articles of the New Articles of Association
“Chairman” shall mean the Chairman presiding at any meeting of members or of the Board.	“Chairperson” shall mean the Chairman <u>Chairperson</u> presiding at any meeting of members or of the Board.
	“Communication Facilities” shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all members’ rights to speak and vote at the meeting are maintained.
	“Person” shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.
	“Present” shall mean, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the meeting; or

	(b) <u>in the case of any meeting at which Communication Facilities are permitted, in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.</u>
“transfer office” shall mean the place where the principal register is situate for the time being.	“transfer office” shall mean the place where the principal register is situate for the time being.
	“Treasury Shares” shall mean shares of the Company that were previously issued but were <u>purchased, redeemed, surrendered or otherwise acquired by the Company and not cancelled.</u>
	“Virtual Meeting” shall mean any general meeting <u>of members at which the members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</u>

4.8 The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by announcement published on the Exchange's website, 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 herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.	4.8 The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by announcement published on the Exchange's website, 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 herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules.</u>
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4.11 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class 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 an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.	4.11 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class 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 an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question<u>A member shall only be entitled to a share certificate if the Board resolves that share certificates be issued,</u> provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
4.12 Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed with the authority of the Board.	4.12 Every certificate, <u>if issued,</u> for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed with the authority of the Board.

4.13 Every share certificate shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.	4.13 Every share certificate, <u>if issued</u> , shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.
4.15 If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.	4.15 If a share certificate <u>(if any)</u> is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.

7.6 The Board may also decline to register any transfer of any shares unless: (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (b) the instrument of transfer is in respect of only one class of shares; (c) the instrument of transfer is properly stamped (in circumstances where stamping is required); (d) in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four; (e) the shares concerned are free of any lien in favour of the Company; and (f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.	7.6 The Board may also decline to register any transfer of any shares unless: (a) the instrument of transfer is lodged with the Company accompanied by the certificate <u>(if any)</u> for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (b) the instrument of transfer is in respect of only one class of shares; (c) the instrument of transfer is properly stamped (in circumstances where stamping is required); (d) in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four; (e) the shares concerned are free of any lien in favour of the Company; and (f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.
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7.8 Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.	7.8 Upon every transfer of shares, the certificate <u>(if any)</u> held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11,</u> be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11,</u> be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.
	<u>10 Treasury Shares</u>
	<u>10.1 Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be cancelled immediately or held as Treasury Shares in accordance with the Companies Act and the Listing Rules. In the event that the Directors do not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.</u>
	<u>10.2 No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a Treasury Share.</u>

	<u>10.3 The Company shall be entered in the register of members as the holder of the Treasury Shares provided that:</u> (a) <u>the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and</u> (b) <u>a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Listing Rules, these Articles or the Companies Act, save that an allotment of Shares as fully paid bonus shares in respect of a Treasury Share is permitted and Shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as Treasury Shares.</u>
	<u>10.4 Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors in accordance with the provisions of these Articles and the Listing Rules.</u>
12.1 The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.	1213.1 The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place <u>(which, in the case of a Virtual Meeting, means the Communication Facilities to attend and participate such Virtual Meeting)</u> as the Board shall appoint.

	13.4 The Board may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.
12.4 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, 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 time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than members who are not entitled to receive such notice from the Company under the provisions hereof or the terms of issue of the shares they hold.	12.413.5 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, 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 time, place, <u>(which, in the case of a Virtual Meeting, means the Communication Facilities to attend and participate</u> such Virtual Meeting), and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than <u>such</u> members who are not entitled to receive such notice from the Company under the provisions hereof or the terms of issue of the shares they hold, <u>are not entitled to receive such notice from the Company.</u>

	<u>13.8 The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 13.13) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u>
12.9 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 12.11.	12.9<u>13.11</u> If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place <u>(whether physical or virtual)</u> specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place <u>(whether physical or virtual)</u> in accordance with Article 12.11<u>13.13</u>.

12.11 Where a general meeting is postponed in accordance with Article 12.9 or Article 12.10: (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.10; (b) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.4.	12.11<u>13.13</u> Where a general meeting is postponed in accordance with Article 12.9<u>13.11</u> or Article 12.10<u>13.12</u>: (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.10<u>13.12</u>; (b) the Board shall fix the date, time and place <u>(whether physical or virtual)</u> for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1<u>31.1</u>; and such notice shall specify the date, time and place <u>(which, in the case of a Virtual Meeting, means the Communication Facilities to attend and participate such Virtual Meeting)</u> at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.4<u>13.5</u>.
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13.2 For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.	13.2<u>14.2</u> For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy <u>Present</u> provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy <u>Present</u>. No business (except the appointment of a Chairman <u>Chairperson</u>) shall be transacted at any general meeting unless the requisite quorum shall be present <u>Present</u> at the commencement of the business.
13.3 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called.	13.3<u>14.3</u> If within 15 minutes from the time appointed for the meeting a quorum is not present <u>Present</u>, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place <u>(whether physical or virtual)</u> as shall be decided by the Board, and if at such adjourned meeting a quorum is not present <u>Present</u> within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy <u>Present</u> shall be a quorum and may transact the business for which the meeting was called.

13.4 The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, 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 members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.	13.4<u>14.4</u> The chairman<u>chairperson</u> of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman<u>chairperson</u> or, if at any general meeting such chairman<u>chairperson</u> shall not be present<u>Present</u> within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present<u>Present</u> shall choose another Director as Chairman<u>Chairperson</u>, and if no Director be present<u>Present</u>, or if all the Directors present<u>Present</u> decline to take the chair, or if the Chairman<u>Chairperson</u> chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative)<u>Present</u> shall choose one of their own number to be Chairman<u>Chairperson</u>.
	<u>14.5 The Chairperson shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairperson, in which event:</u> <u>(a) the Chairperson shall be deemed to be Present at the meeting; and</u> <u>(b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairperson to hear and be heard by all other Persons attending and participating at the meeting, then the Directors Present at the meeting shall choose another Director Present to act as Chairperson of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.</u>

13.5 The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	13.5<u>14.6</u> The Chairman<u>Chairperson</u> may, with the consent of any general meeting at which a quorum is present<u>Present</u>, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place <u>(whether physical or virtual)</u> as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, <u>(which, in the case of a Virtual Meeting, means the Communication Facilities to attend and participate such Virtual Meeting)</u>, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
13.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.	13.6<u>14.7</u> At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman<u>Chairperson</u> may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

13.7 A poll shall (subject as provided in Article 13.8) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.	13.7<u>14.8</u> A poll shall (subject as provided in Article 13.8<u>14.9</u>) be taken in such manner (including the use of ballot or voting papers or tickets <u>and/or by electronic voting</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman<u>Chairperson</u> directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
13.8 Any poll on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.	13.8<u>14.9</u> Any poll on the election of a Chairman<u>Chairperson</u> of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
13.9 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.	13.9<u>14.10</u> Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman<u>Chairperson</u> that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
13.10 In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.	13.10<u>14.11</u> In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman<u>Chairperson</u> of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.

14.1 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 every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak, (b) except where the member is required by the Listing Rules to abstain from voting on the matter under consideration, one vote on a show of hands, and (c) except where the member is required by the Listing rules to abstain from voting on the matter under consideration, one vote for each share registered in his name in the register on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	14.1<u>15.1</u> 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 every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy<u>Present</u> shall have (a) the right to speak, (b) except where the member is required by the Listing Rules to abstain from voting on the matter under consideration, one vote on a show of hands, and (c) except where the member is required by the Listing rules to abstain from voting on the matter under consideration, one vote for each share registered in his name in the register on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
14.7 No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the Chairman of the meeting shall determine the same and such determination shall be final and conclusive.	14.7<u>15.7</u> No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the Chairman<u>Chairperson</u> of the meeting shall determine the same and such determination shall be final and conclusive.

14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. 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. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	14.10<u>15.10</u> The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place <u>or in such other manner (including by electronic means)</u> as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman<u>Chairperson</u> of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. 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. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
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16.5 The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Act.	16.5<u>17.5</u> The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands <u>of</u> any change that takes place in relation to such Directors as required by the Companies Act.
16.24 If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where such question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.	16.24<u>17.25</u> If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a 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<u>Chairperson</u> of the meeting (or, where such question relates to the interest of the Chairman<u>Chairperson</u>, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman<u>Chairperson</u>) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman<u>Chairperson</u>) as known to such Director (or, as appropriate, the Chairman<u>Chairperson</u>) has not been fairly disclosed to the Board.
20.3 Subject to Articles 16.19 to 16.24, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.	20.3<u>21.3</u> Subject to Articles 16.19<u>17.20</u> to 16.24<u>17.25</u>, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman<u>Chairperson</u> shall have a second or casting vote.

20.4 The Board may elect a Chairman of its meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.	20.4<u>21.4</u> The Board may elect a Chairman<u>chairperson</u> of its meetings<u>the Board</u> and determine the period for which he is to hold office; 2. <u>The chairperson of the Board shall take the chair at every meeting of the Board, but if no such</u> Chairman<u>chairperson</u> is elected, or if at any meeting the Chairman<u>such chairperson</u> is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman<u>Chairperson</u> of the meeting.
20.10 Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meeting or by the chairman of the succeeding meeting.	20.10<u>21.10</u> Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman<u>chairperson</u> of the meeting or by the chairman<u>chairperson</u> of the succeeding meeting.
24.23 Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.	24.23<u>25.23</u> Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by <u>wire transfer to the holder or by</u> cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.

24.24 The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.	24.24^{25.24} The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers or cheques</u> for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer</u>, cheque or warrant is returned undelivered.
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**CHINA RENAISSANCE HOLDINGS LIMITED****華興資本控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1911)**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of China Renaissance Holdings Limited (the “**Company**”) will be held at Units 8107–08, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on June 23, 2026 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2025.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Wang Lixing, executive director
 - (ii) Mr. Du Yongbo, executive director
 - (iii) Mr. Alex Liang, independent non-executive director
 - (iv) Mr. FU Frank Kan, independent non-executive director
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “That:

- (i) subject to paragraph (iii) 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 or otherwise deal with additional shares in the capital of the Company (including but not limited to the resale of treasury shares) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) of this resolution above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) 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;
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That:**

- (i) subject to paragraph (iii) 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 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 for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate nominal amount of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company (including but not limited to the resale of treasury shares) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution.”

SPECIAL RESOLUTION

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

“**That:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing fifth amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”), the details of which are set out in the circular of the Company dated 29 May 2026 (including Appendix III thereto), be and are hereby approved;
- (b) the sixth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of the Meeting; and

- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and the Companies Registry of Hong Kong.”

By Order of the Board
China Renaissance Holdings Limited
Hui Yin Ching
Chairperson and Executive Director

Hong Kong, May 29, 2026

<i>Registered Office:</i>	<i>Principal place of business</i>	<i>Principal place of business</i>
PO Box 309	<i>in the PRC:</i>	<i>in Hong Kong:</i>
Ugland House	Pacific Century Place,	Units 8107-08, Level 81
Grand Cayman	Gate 1, Space 8	International Commerce Centre
KY1-1104	No. 2A Workers' Stadium North Road	1 Austin Road West
Cayman Islands	Chaoyang District	Kowloon, Hong Kong
	Beijing 100027, PRC	

Notes:

- (i) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy. Holders of treasury Shares of the Company, if any, shall abstain from voting at the Company's general meeting in connection to such treasury Shares.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on June 21, 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

- (iv) The transfer books and register of members of the Company will be closed from June 17, 2026 to June 23, 2026, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on June 16, 2026.
- (v) In respect of ordinary resolutions numbered 2(a) above, Mr. Wang Lixing, Mr. Du Yongbo, Mr. Alex Liang and Mr. FU Frank Kan, shall retire at the Meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated May 29, 2026.
- (vi) In respect of ordinary resolution numbered 4(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated May 29, 2026.
- (vii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (viii) There will be NO distribution of gifts or souvenirs at the Meeting.
- (ix) References to time and dates in this notice are to Hong Kong time and dates.