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

If you have sold or transferred all your shares in **Sino-Ocean Service Holding Limited**, you should at once hand this circular to the purchaser or other transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND
BUY BACK SHARES,
(2) PROPOSED DIVIDEND,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION OF THE COMPANY AND
ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION OF THE COMPANY
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A notice convening the AGM of Sino-Ocean Service Holding Limited to be held at Meeting Room, 3rd Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Thursday, 21 May 2026 at 10:00 a.m. is set out on pages 49 to 54 of this circular.

A form of proxy for use at the AGM is enclosed to this circular and is also published on the websites of the Company (www.sinoceanservice.com) and the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e., not later than 10:00 a.m. on Tuesday, 19 May 2026 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

28 April 2026

Sino-Ocean Service Holding Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 06677

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DEFINITIONS

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

“2025 Final Dividend”	the proposed final dividend of the Company of RMB0.0107 per Share (equivalent to HKD0.0122 per Share, rounded to the nearest four decimal places) for the year ended 31 December 2025, to be paid out of the Share Premium Account of the Company to the Shareholders whose names are shown on the register of members of the Company at the close of business on the Record Date;
“AGM”	the annual general meeting of the Company to be held at Meeting Room, 3rd Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Thursday, 21 May 2026 at 10:00 a.m. or any adjournment thereof;
“AGM Date”	Thursday, 21 May 2026;
“AGM Notice”	the notice of the AGM which is set out on pages 49 to 54 of this circular;
“Articles” or “Articles of Association”	the existing articles of association of the Company;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Buy-back Mandate”	the general mandate to buy back Shares proposed to be granted to the Directors as described in the ordinary resolution item 5(B) in the AGM Notice;
“Buy-back Resolution”	the ordinary resolution item 5(B) as set out in the AGM Notice in respect of the grant of the Buy-back Mandate;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“Company”	Sino-Ocean Service Holding Limited (遠洋服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares are listed on the Main Board of the Stock Exchange (Stock Code: 06677);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general mandate to allot, issue and otherwise deal with additional Shares proposed to be granted to the Directors as described in the ordinary resolution item 5(A) in the AGM Notice;
“Latest Practicable Date”	22 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association;
“Memorandum” or “Memorandum of Association”	the existing memorandum of association of the Company;
“New Memorandum and Articles of Association”	the new memorandum of association and new articles of association of the Company proposed to be adopted by the Company, the amendments of which as compared against the Memorandum and Articles of Association are set out in Appendix III to this circular;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;
“Record Date”	Wednesday, 27 May 2026;
“Remuneration Committee”	the remuneration committee of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of the Company with a nominal value of HKD0.10 each;
“Shareholder(s)”	holder(s) of Shares;

DEFINITIONS

“Share Premium Account”	the share premium account of the Company, the remaining balance standing to the credit of which was approximately RMB1,138,550,166 as at 31 December 2025 based on the audited consolidated financial statements of the Company for the year ended 31 December 2025;
“Sino-Ocean Group”	Sino-Ocean Group Company and its subsidiaries;
“Sino-Ocean Group Company”	Sino-Ocean Group Holding Limited (遠洋集團控股有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03377), and a controlling Shareholder;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time;
“treasury shares”	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the company and held or deposited in CCASS for sale on the Stock Exchange; and
“%”	per cent.

* *For identification purposes only*

LETTER FROM THE BOARD



Executive Directors:

Mr. YANG Deyong
Mr. HOU Min
Ms. ZHU Geyang

Non-executive Directors:

Mr. CUI Hongjie
Mr. ZHAI Senlin

Independent Non-executive Directors:

Dr. GUO Jie
Mr. HO Chi Kin Sammy
Mr. LEUNG Wai Hung

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Headquarters in the PRC:

3rd Floor, Tower A
Ocean International Center
56 Dongsihuanzhonglu
Chaoyang District
Beijing, PRC

*Principal place of business
in Hong Kong:*

Suite 601, One Pacific Place
88 Queensway
Hong Kong

28 April 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND
BUY BACK SHARES,
(2) PROPOSED DIVIDEND,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION OF THE COMPANY AND
ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION OF THE COMPANY
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) granting to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares as set out in the AGM Notice as the ordinary resolution item 5(A) (and the extension thereto as described in the ordinary resolution item 5(C));

LETTER FROM THE BOARD

- (b) granting to the Directors the Buy-back Mandate to buy back Shares as set out in the AGM Notice as the ordinary resolution item 5(B);
- (c) declaration of a final dividend for the year ended 31 December 2025;
- (d) re-election of the retiring Directors; and
- (e) the proposed amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

ISSUE MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 30 May 2025, general mandates were granted to the Directors to exercise all powers of the Company, *inter alia*, (i) to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue (excluding any treasury shares) as at 30 May 2025 and the number of Shares (up to a maximum of 10% of the total number of Shares then issued) bought back by the Company, and (ii) to buy back Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury shares) as at 30 May 2025.

These general mandates will expire at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to grant the Issue Mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue (excluding any treasury shares) as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), and to extend the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-back Mandate, as set out as the ordinary resolution items 5(A) and 5(C), respectively, in the AGM Notice. As at the Latest Practicable Date, the total number of Shares in issue was 1,184,000,000, and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 236,800,000 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

An ordinary resolution will also be proposed at the AGM to grant the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back, at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated therein, Shares up to a maximum of 10% of the total number of Shares in issue (excluding any treasury shares) as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), as set out as the ordinary resolution item 5(B) in the AGM Notice.

If the Company repurchases Shares pursuant to the Buy-back Mandate, the Company may (i) cancel the repurchased Shares, and/or (ii) hold such Shares in treasury, subject to, among others, applicable laws, market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds

LETTER FROM THE BOARD

Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution item 5(A) as set out in the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Buy-back Mandate, is set out in Appendix I to this circular.

PROPOSED DIVIDEND

On 25 March 2026, the Board announced the final results of the Group for the year ended 31 December 2025 and resolved to recommend at the AGM the payment of the 2025 Final Dividend of RMB0.0107 per Share (equivalent to HKD0.0122 per Share, rounded to the nearest four decimal places), to be paid out of the Share Premium Account of the Company for the year ended 31 December 2025. The 2025 Final Dividend will be paid in cash in HKD. The relevant exchange rate is the average central parity rate of RMB to HKD as announced by the People's Bank of China for the period from Wednesday, 18 March 2026 to Tuesday, 24 March 2026 (RMB1 = HKD1.1364). The 2025 Final Dividend will be paid to the Shareholders (except for the holders of treasury shares, if any) whose names are standing in the register of members of the Company at the close of business on the Record Date. In order to qualify for the 2025 Final Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 27 May 2026. Currently, the Company does not hold any treasury shares.

As at 31 December 2025, based on the audited consolidated financial statements of the Company for the year ended 31 December 2025, the remaining balance standing to the credit of the Share Premium Account was approximately RMB1,138,550,166. Following the payment of the 2025 Final Dividend, there will be a remaining balance of approximately RMB1,125,881,366.42 standing to the credit of the Share Premium Account.

Conditions of the declaration and payment of the 2025 Final Dividend out of the Share Premium Account

The declaration and payment of the 2025 Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM declaring and approving the payment of the 2025 Final Dividend out of the Share Premium Account pursuant to the Articles of Association; and
- (b) the Directors being satisfied that the Company will, immediately following the date on which the 2025 Final Dividend is paid, be able to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the 2025 Final Dividend will not be paid.

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Subject to the fulfilment of the above conditions, it is expected that the cheques for dividend payment in relation to the 2025 Final Dividend will be despatched at the risk of those who are entitled thereto to their respective registered addresses on or around Monday, 15 June 2026.

Reasons for and effect of the declaration and payment of the 2025 Final Dividend out of the Share Premium Account

The Board considers it unnecessary to maintain the Share Premium Account under reserves at its current level. In recognition of the Shareholders' support, the Directors consider that the declaration and payment of the 2025 Final Dividend out of the Share Premium Account under reserves is in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the 2025 Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal or par value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The Directors are of the view that there are no reasonable grounds for believing that the Company will, immediately following the date on which the 2025 Final Dividend is paid, be unable to pay its debts as they fall due in the ordinary course of business.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. YANG Deyong, Mr. HOU Min (“**Mr. Hou**”) and Ms. ZHU Geying were the executive Directors; Mr. CUI Hongjie (“**Mr. Cui**”) and Mr. ZHAI Senlin were the non-executive Directors; and Dr. GUO Jie, Mr. HO Chi Kin Sammy and Mr. LEUNG Wai Hung (“**Mr. Leung**”) were the independent non-executive Directors.

In accordance with Article 87 of the Articles of Association, Mr. Hou, Mr. Cui and Mr. Leung shall retire by rotation and, being eligible, will offer themselves for re-election at the AGM.

The nominations of the Directors were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard to the benefits of Board diversity, as set out under the board diversity policy of the Company. The Nomination Committee, having reviewed, among others, the structure, size, skill mix and composition of the Board and the requirements of the Listing Rules, nominated each of Mr. Hou, Mr. Cui and Mr. Leung to the Board for it to recommend to the Shareholders for re-election as a Director at the AGM. In making these nominations, the Nomination Committee has considered their respective contributions to the Board and the Board committees, their commitment to their roles, their qualifications, professional experience, and working profiles, as set out in Appendix II to this circular. The Nomination Committee has also taken into account the current Board

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succession planning. The Nomination Committee believes that the existing composition of the Board, including the proposed re-election of the retiring Directors, is in the best interests of the Company and the Shareholders as a whole.

When considering the nomination of Mr. Leung for re-election as an independent non-executive Director, the Nomination Committee has taken into account the following factors. Mr. Leung possesses extensive experience in financial auditing and capital operations. He has a thorough understanding of the business environments in PRC and Hong Kong, along with more than twenty years of profound expertise accumulated in the real estate and related industries. Leveraging his practical experience in areas such as initial public offerings (IPOs), mergers and acquisitions financing, and real estate investment trusts (REITs), he is able to provide the Board with profound insights grounded in a rigorous financial and capital strategy perspective. This is particularly valuable in areas including financial planning, compliance and governance, and capital market operations. His contributions further enhance the diversity of the Board and provide substantive, objective opinions, as well as independent guidance for the Company.

In view of the above, the Nomination Committee and the Board consider that Mr. Leung will continue to bring valuable business experience, knowledge and professionalism to the Board, for its efficient and effective functioning and diversity. Having considered that (i) Mr. Leung does not take part in the day-to-day management of and has no executive role in the Company and its subsidiaries; (ii) his independent scope of works; and (iii) the annual confirmation of independence provided by Mr. Leung pursuant to Rule 3.13 of the Listing Rules, the Nomination Committee is of the view that Mr. Leung continues to be independent in character and judgement, and that he has met the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent. The Nomination Committee and the Board are satisfied that Mr. Leung has the required character, integrity and experience to continue fulfilling the role of independent non-executive Director. The Board accepted the Nomination Committee's nomination and recommended Mr. Leung to stand for re-election as independent non-executive Director by the Shareholders at the AGM.

The Nomination Committee and the Board believe that their re-elections as Directors are in the best interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to re-elect each of Mr. Hou, Mr. Cui and Mr. Leung as a Director. Each of Mr. Hou, Mr. Cui and Mr. Leung was not involved in the discussion and voting at the Nomination Committee meeting or the Board meeting regarding his nomination. Separate resolutions will be proposed for their re-elections at the AGM.

Details of the Directors proposed to be re-elected at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

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

Reference is made to the announcement of the Company dated 27 April 2026. The Board will propose at the AGM a special resolution approving the proposed amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and

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Articles of Association in order to bring the Memorandum and Articles of Association in line with the amendments to the Listing Rules in relation to (i) the treasury shares regime; (ii) the electronic dissemination of corporate communications by listed issuers; and (iii) the expanded paperless regime (including but not limited to enabling the Company to hold hybrid general meetings, providing electronic voting, and providing payment of dividend or other corporate action proceeds to the Shareholders via electronic means). Other amendments to the Memorandum and Articles of Association are also made for consequential and housekeeping changes.

Details of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the proposed amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association. The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular comply with the requirements of the Listing Rules, and the legal advisers to the Company as to Cayman Islands law have confirmed that the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular do not violate the applicable laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular. The Shareholders are advised that the New Memorandum and Articles of Association are available only in English and the Chinese translation of the New Memorandum and Articles of Association in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

BOOK CLOSURE FOR AGM ATTENDANCE

The record date for determining the eligibility of the Shareholders (except for the holders of treasury shares, if any) to attend and vote at the AGM is Thursday, 21 May 2026. In order to ascertain the right to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026 (both days inclusive) during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to be entitled to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 15 May 2026.

THE AGM

A notice convening the AGM to be held at Meeting Room, 3rd Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Thursday, 21 May 2026 at 10:00 a.m. is set out on pages 49 to 54 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed to this circular and is also published on the websites of the Company (www.sinooceanservice.com) and the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e., not later than 10:00 a.m. on Tuesday, 19 May 2026 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

In the case of an equality of votes on a poll, the chairman of the meeting shall, subject to the Articles of Association, be entitled to a casting vote in addition to any other vote he may have.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting under the Listing Rules on the relevant resolutions to be proposed at the AGM.

RECOMMENDATION

The Directors consider that the proposals for (i) the grant of the Issue Mandate (and the extension thereto as described in the ordinary resolution item 5(C) as set out in the AGM Notice contained in this circular) and the Buy-back Mandate, (ii) the 2025 Final Dividend, (iii) the re-election of retiring Directors, and (iv) the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular and adoption of the New Memorandum and Articles of Association are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the AGM Notice.

LETTER FROM THE BOARD

GENERAL

Your attention is drawn to the additional information as set out in the appendices to this circular. Shareholders are advised that in the event of any inconsistency between the English and Chinese versions in this circular, the English version shall prevail.

Yours faithfully,
By order of the Board
Sino-Ocean Service Holding Limited
YANG Deyong
Joint Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the Buy-back Resolution.

SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 1,184,000,000, and the Company did not hold any treasury shares.

Subject to the passing of the Buy-back Resolution at the AGM and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the AGM Date, exercise in full of the Buy-back Mandate could accordingly result in up to 118,400,000 Shares, representing 10% of the total number of Shares in issue (subject to adjustment in the case of subdivision and consolidation of Shares), being bought back by the Company during the period from the AGM Date up to (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required by applicable laws or the Articles of Association to be held, or (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the Buy-back Mandate, whichever occurs first.

If the Company repurchases Shares pursuant to the Buy-back Mandate, the Company may (i) cancel the repurchased Shares, and/or (ii) hold such Shares in treasury, subject to, among others, applicable laws, market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution item 5(A) as set out in the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include, for example, an approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions (if any), the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it is appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF BUY-BACK

In buy-back of any Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. Share buy-backs pursuant to the Buy-back Mandate will be made out of funds legally permitted to be utilised in this connection, including the funds from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the applicable laws of the Cayman Islands.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2025, the date to which the most recent published audited accounts of the Company were made up) in the event that buy-backs of Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate. The Directors do not propose to exercise the Buy-back Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE
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SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

Month	Prices	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2025		
April	0.550	0.455
May	0.500	0.460
June	0.580	0.480
July	0.700	0.520
August	0.650	0.510
September	0.550	0.465
October	0.500	0.460
November	0.475	0.440
December	0.460	0.390
2026		
January	0.460	0.400
February	0.450	0.405
March	0.425	0.310
April (up to the Latest Practicable Date)	0.370	0.320

DIRECTORS, THEIR CLOSE ASSOCIATES AND 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 proposed Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company under the Buy-back Mandate.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the proposed Buy-back Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors will exercise the power of the Company to make buy-backs pursuant to the Buy-back Resolution passed by the Shareholders and in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

SHARE BUY-BACK BY THE COMPANY

No Shares had been bought back by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

TAKEOVERS CODE AND PUBLIC FLOAT

If as a result of buy-back(s) of Shares by the Company, 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 the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his/her or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Sino-Ocean Group Company, through its wholly-owned subsidiary, was indirectly interested in a total of 755,600,000 Shares, representing approximately 63.82% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-back Mandate, the shareholding of Sino-Ocean Group Company in the Company would be increased to approximately 70.91% of the total number of Shares in issue (subject to adjustment in the case of subdivision and consolidation of Shares). On this basis, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any buy-backs to be made under the Buy-back Mandate.

The Directors will use their best endeavours to ensure that the Buy-back Mandate will not be exercised to the extent that the percentage of total number of issued Shares held in public hands would fall below the minimum percentage prescribed by the Stock Exchange. The Directors have no intention to exercise the Buy-back Mandate which may result in possible mandatory offer being made under the Takeovers Code or the public float of the Company falling below the minimum percentage prescribed by the Stock Exchange.

The following sets out the details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles of Association:

EXECUTIVE DIRECTOR

Mr. HOU Min (侯敏先生)

Mr. HOU Min, aged 45, joined the Board in April 2024 and is currently an Executive Director, the Chief Executive Officer and a member of the Remuneration Committee. He is also a director of certain subsidiaries of the Company. Mr. Hou joined Sino-Ocean Group in August 2008 and previously served as customer service director, deputy general manager and general manager of companies established in Hainan Province, deputy general manager of property development department in the Southern Region, deputy general manager of the office of CEO affairs and general manager of the office of CEO affairs of Sino-Ocean Group. Mr. Hou is currently a deputy to the 8th People's Congress of Sanya and a member of its Legislative Affairs Commission. Mr. Hou has extensive experience in real estate operations management, customer service and corporate governance. Mr. Hou graduated from the Guanghua School of Management, Peking University with a master's degree in business administration in 2018; and graduated from China Europe International Business School with a degree in executive master of business administration (EMBA) in 2024.

Mr. Hou has entered into a letter of appointment with the Company and an executive service contract with the Group, with no fixed period of service length. The appointment of Mr. Hou as an executive Director has no specific term currently but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Hou is currently entitled to a remuneration comprising an annual salary of RMB1,065,000, which was determined with reference to his performance, duties and responsibilities within the Company, the prevailing market conditions and the Company's remuneration policy. He is also entitled to a discretionary bonus to be determined by the Remuneration Committee and the Board having regard to the operating results of the Group. The amount of emoluments paid to Mr. Hou or receivable by Mr. Hou for the year of 2025 is set out in note 38 to the consolidated financial statements contained in the 2025 annual report of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hou (i) did not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any other interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor did he hold any other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

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

NON-EXECUTIVE DIRECTOR**Mr. CUI Hongjie (崔洪杰先生)**

Mr. CUI Hongjie, aged 53, joined the Board in September 2020 and is currently the Joint Chairman, Non-executive Director, chairman of the Nomination Committee and member of the Audit Committee. Mr. Cui joined Sino-Ocean Group in August 1996 and is serving as an executive director, a member of the strategic and investment committee and an executive president of Sino-Ocean Group Company. Mr. Cui previously served as general manager of the costing and engineering department, general manager of technology and cost department, assistant to CEO and vice president of Sino-Ocean Group. Sino-Ocean Group Company, which mainly engages in the business of investment holding, announced the commencement of a holistic restructuring of the offshore debts of Sino-Ocean Group on 15 September 2023 involving (i) a scheme of arrangement in Hong Kong for its wholly-owned subsidiary, Sino-Ocean Land (Hong Kong) Limited (遠洋地產(香港)有限公司), a company incorporated in Hong Kong with limited liability which mainly engages in the business of investment holding; and (ii) a restructuring plan in the United Kingdom for Sino-Ocean Group. The holistic offshore debt restructuring became effective on 27 March 2025, involving debts of approximately US\$6.32 billion. Beijing Sino-Ocean Group Holding Limited (北京遠洋控股集團有限公司), a wholly-owned subsidiary of Sino-Ocean Group Company and a company incorporated in the PRC with limited liability which mainly engages in the business of investment holding, also announced the launch of an onshore debt restructuring plan on 1 August 2025, which included onshore bonds with a total book value of approximately RMB18.07 billion as at 30 June 2025. The onshore debt restructuring is still in progress currently. Mr. Cui has extensive experience in operation and development of real estate, product creation and management. Mr. Cui graduated from Beijing University of Technology with a bachelor's degree in engineering in 1996 and a master's degree in engineering in 2001; and graduated from China Europe International Business School with a master's degree in business administration in 2022. Mr. Cui is a member of the Royal Institution of Chartered Surveyors, a national registered first-class constructor and a senior engineer.

As at the Latest Practicable Date, Mr. Cui was beneficially interested in 369,571 shares of Sino-Ocean Group Company.

Pursuant to his letter of appointment, Mr. Cui is appointed for a term commencing from 30 May 2025 to the date of the annual general meeting of the Company to be held in 2026 (both days inclusive), which is renewable subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Cui has agreed to waive his Director's fee for the year ended 31 December 2025.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cui (i) did not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any other interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor did he hold any other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

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

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LEUNG Wai Hung (梁偉雄先生)

Mr. LEUNG Wai Hung, aged 58, joined the Board in August 2022 and is serving as an Independent Non-executive Director, chairman of the Audit Committee, member of the Nomination Committee and the Remuneration Committee. Mr. Leung holds a bachelor's degree in business administration from The Chinese University of Hong Kong. He has been a fellow member of The Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Leung has more than 20 years of working experience in various listed companies in Hong Kong mainly engaged in property business including Cheung Kong (Holdings) Limited (now known as CK Hutchison Holdings Limited) (stock code: 001). Mr. Leung also has extensive financial experience in initial public offering (“**IPO**”), merger and acquisition as well as fund raising and is familiar with the business environment of both Hong Kong and the Mainland China. In addition, Mr. Leung has extensive experience in real estate investment trusts (“**REIT**”). He participated in the IPO setup of the first private sector REIT, Prosperity REIT (stock code: 808) in Hong Kong in 2005 and worked for the manager of Fortune REIT (stock code: 778) as a Finance Director from 2011 to 2012. He worked as the financial controller of Shougang Concord International Enterprises Company Limited (now known as Shoucheng Holdings Limited) (stock code: 697) from 2013 to 2018. He also worked as the financial controller and company secretary of BeijingWest Industries International Limited (stock code: 2339) from April 2022 to December 2024. Mr. Leung has been an independent non-executive director of Fineland Living Services Group Limited (stock code: 9978) since October 2017 and China Fortune Holdings Limited (stock code: 110) since July 2021. Mr. Leung has also been an independent non-executive director of Gemini Investments (Holdings) Limited (stock code: 174), an associated company of Sino-Ocean Group Company, since April 2024. Mr. Leung was an independent non-executive director of Wing Lee Development Construction Holdings Limited (stock code: 9639) from September 2024 to July 2025.

Pursuant to his letter of appointment, Mr. Leung is appointed for a term of one year commenced from 30 May 2025 to the date of the annual general meeting of the Company to be held in 2026 (both days inclusive), which is renewable subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Leung is currently entitled to receive a Director's fee of HKD600,000 per annum, which was determined with reference to his duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions. The amount of emoluments paid for the year of 2025 to Mr. Leung is set out in note 38 to the consolidated financial statements contained in the 2025 annual report of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Leung (i) did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any interest in any shares or underlying shares or any debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor did he hold any other major appointments or professional qualifications; and (iv) did not hold any other positions with other members of the Group.

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

Set out below are the full particulars of the proposed amendments to the Memorandum and Articles of Association. Unless otherwise stated, references to the clauses and the articles below are to the Memorandum and Articles of Association.

A. PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

**THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES**

AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

**Sino-Ocean Service Holding Limited
遠洋服務控股有限公司**

~~(Adopted pursuant to a special resolution passed on 21 May 2026~~~~Conditionally adopted by~~
~~a special resolution dated 25 November 2020 with effect from the listing of shares of the~~
~~Company on The Stock Exchange of Hong Kong Limited on 17 December 2020, and~~
~~including amendments up to 25 May 2022)~~

3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted and shall include, but without limitation:
- (a) to act and to perform all the functions of a holding company in all its branches and to coordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company; and
8. The authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.10 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Act (As Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

9. The Company may exercise the power contained in the Companies Act (As Revised) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

B. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Companies Act (As Revised)
Exempted Company Limited by Shares

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Sino-Ocean Service Holding Limited 遠洋服務控股有限公司

(~~Conditionally adopted pursuant to~~ by a special resolution ~~dated~~ passed on ~~25 November 2020~~ 21 May 2026 with effect from the listing of shares of the Company on The Stock Exchange of Hong Kong Limited on ~~17 December 2020~~, and including amendments up to ~~25 May 2022~~)

SUBJECT

Article No.

Financial Year

175A

Payment of Corporate Action Proceeds and Electronic Instructions

178

THE COMPANIES ACT (AS REVISED)
EXEMPTED COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Sino-Ocean Service Holding Limited
遠洋服務控股有限公司

(~~Conditionally adopted pursuant to~~ a special resolution passed on 21 May 2026~~dated 25 November 2020 with effect from the listing of shares of the Company on The Stock Exchange of Hong Kong Limited on 17 December 2020, and including amendments up to 25 May 2022~~)

1. The regulations in Table A in the Schedule to the Companies Act (as defined in Article 2As Revised) do not apply to the Company.

2. (1) WORD MEANING

“Act” shall mean the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“address” for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.

“announcement” an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.

“Central Clearing and Settlement System” the Central Clearing and Settlement System operated by HKSCC.

“close associate”	in relation to any Director, shall have the same meaning as defined in the <u>Listing Rules</u> rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 105 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.
<u>“electronic communication”</u>	<u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.</u>
<u>“electronic meeting”</u>	<u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
<u>“HKSCC”</u>	<u>the Hong Kong Securities Clearing Company Limited.</u>
<u>“HK Stock Exchange”</u>	<u>The Stock Exchange of Hong Kong Limited.</u>
<u>“hybrid meeting”</u>	<u>a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
<u>“Listing Rules”</u>	<u>the rules and regulations of the Designated Stock Exchange.</u>
<u>“Meeting Location”</u>	<u>has the meaning given to it in Article 65A.</u>

- “Notice” written notice unless otherwise specifically stated ~~and as further defined~~ in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.
- “physical meeting” a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.
- “Principal Meeting Place” shall have the meaning given to it in Article 60(2).
- “Register” the principal register of Members and where applicable, any branch register of Members including any branch register maintained in Hong Kong, to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.
- “substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.
- “treasury shares” shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.
- (2) (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of

representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), ~~words or figures in a visible form, and including where the representation takes the form of electronic display,~~ provided that both the mode of service of the relevant document or ~~N~~notice and the Member's election comply with all applicable Statutes, rules and regulations;

- (h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a ~~N~~notice or document include a ~~N~~notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (i) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;-
- (j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;
- (k) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 65E;
- (l) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes

or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

- (m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
- (n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;
- (o) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;
- (p) any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
- (q) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

3. (2) Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules of any Designated Stock Exchange and/or the any rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

- (3) Subject to compliance with the Listing Rules and the rules and regulations of ~~rules and regulations of the Designated Stock Exchange and~~ any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
8. (2) Subject to the provisions of the Act, the Listing Rules ~~rules of any Designated Stock Exchange~~ and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
10. (a) the necessary quorum (~~other than~~including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class ~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum~~(excluding treasury shares); and
12. (1) Subject to the Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the ~~rules of any Designated Stock Exchange~~Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of ~~M~~members for any purpose whatsoever.
18. (2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of ~~N~~notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.

21. (1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof.
23. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such ~~M~~member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Article.
24. Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a ~~N~~notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving ~~N~~notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
26. Subject to these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such ~~N~~notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no Member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.

36. When any share has been forfeited, ~~N~~notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share. No forfeiture shall be invalidated by any omission or neglect to give such Notice.
45. The Register ~~and branch register of Members, as the case may be,~~ shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in ~~an appointed newspaper or any other newspapers~~ in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine ~~(or such longer period not exceeding in the whole sixty (60) days in that year as the Members may by ordinary resolution determine)~~ and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.
46. Subject to the ~~Listing Rules of any Designated Stock Exchange,~~ notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:
- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue;
 - (b) determining the Members entitled to receive ~~N~~notice of and to vote at any general meeting of the Company.
47. (2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and ~~the rules and regulations of the Designated Stock Exchange~~ Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the ~~rules and regulations of the Designated Stock Exchange~~ Listing Rules that are or shall be applicable to such listed shares.
50. (b) if applicable, the instrument of transfer is in respect of only one class of share;
52. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any

Designated Stock Exchange ~~or by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange~~ to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.

56. (2) (c) the Company, if so required by the Listing Rules ~~rules governing the listing of shares on the Designated Stock Exchange~~, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.
57. An annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year ~~(unless a longer period would not infringe the Listing Rules, if any) rules of the Designated Stock Exchange, if any, at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.~~
58. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 65A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion ~~General meetings may be held in any part of the world as may be determined by the Board.~~
59. (1) The Board may whenever it thinks fit call extraordinary general meetings. ~~If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any two (2) or more Members representing at least 10% of the total voting rights of all the Members having a right to vote at general meetings may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.~~
- (2) Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolutions specified in such requisition or to add any resolutions specified in such requisition to a meeting agenda; and such meeting shall be held within two (2)

months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Placedo so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

60. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the ~~rules of the Designated Stock Exchange~~ Listing Rules, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.
- (2) The ~~N~~notice shall specify (a) the time and ~~date~~place of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 65A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. ~~and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business.~~ The ~~N~~notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such ~~N~~otices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.
63. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and ~~place or to such time and (where applicable)~~ same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 58 as the chairman of the meeting (or in default, the

~~Board) may absolutely place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members or Members present in person or by proxy or a duly authorised representative of a corporation which is a Member shall be a quorum and may transact the business for which the meeting was called. the meeting shall be dissolved.~~

64. (1) The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within thirty (30) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the vice chairman of the Company or if there is more than one vice chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or vice chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.
- (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 64(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.
65. Subject to Article 65C, the chairman may (without the chairman may, with the consent of the any meeting) or shall at the direction of the meeting, at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty (30) days or more, Notice of the adjourned meeting shall be given specifying the details set out in Article 60(2) time and place of the adjourned meeting but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.

- 65A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- (2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:
- (a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
 - (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
 - (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the

time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

65B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

65C. If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 65A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

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

65D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

65E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 65, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than forty-eight (48) hours before the time of the postponed meeting; and

- (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.
- 65F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 65C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
- 65G. Without prejudice to other provisions in Article 65, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
67. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
68. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of

the number or proportion of the votes recorded for or against the resolution. A poll shall be taken in such manner as the chairman shall direct, and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the ~~rules of the Designated Stock Exchange~~Listing Rules.

73. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, *curator bonis* or other person in the nature of a receiver, committee or *curator bonis* appointed by such court, and such receiver, committee, *curator bonis* or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, or postponed meeting, as the case may be.
- (2) Any person entitled under Article 54 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting or postponed meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
74. (2) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the ~~rules of the Designated Stock Exchange~~Listing Rules, to abstain from voting to approve the matter under consideration.
- (3) Where the Company has knowledge that any Member is, under the ~~rules of the Designated Stock Exchange~~Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.
75. If:
- (a) any objection shall be raised to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or

- (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

77. The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by ~~in writing under the hand of~~ the appointor or ~~of his~~ attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or ~~under the hand of~~ signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
78. Any instrument of proxy issued to a Member for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any business; and unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.
79. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption

arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

- (2) 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 certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Nnotice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
80. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the Nnotice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. ~~The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.~~
82. A vote given in accordance with the terms of an instrument of proxy ~~or power of attorney or by duly authorised representative of a corporation~~ shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the Nnotice convening the meeting or other document sent therewith) twenty-four (24) hours at least before the commencement of the meeting or adjourned meeting or postponed meeting, at which the instrument of proxy is used.

84. (2) Without prejudice to the generality of Article 84, if a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such person(s) as it thinks fit to act as its ~~proxy(ies) or its representative(s)~~ at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the ~~proxy form or~~ authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.
85. A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive Nnotice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members. A resolution which is signed and sent by a Member by cable, facsimile message, telex or other electronic means shall be treated as being signed by him for the purpose of this Article.
86. (4) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting ~~or any earlier general meeting~~ of the Company after his appointment and shall then be eligible for re-election.
- (5) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive Nnotice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.
- (7) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (6) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed.

116. The Board may meet for the despatch of business, adjourn or postpone and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.
118. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website ~~via electronic mail~~ or by telephone or sent to him at his last known address in the Register of Directors and Officers or in such other manner as the Board may from time to time determine.
125. A resolution in writing signed by a majority of the Directors (or their respective alternate Directors as the case may be whose appointors are temporarily unable to act as aforesaid) shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles and further provided that no Director approving the resolution is aware of or has received any objection to the resolution from any Director) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.
136. (1) The Board shall cause minutes to be duly entered in books provided for the purpose:
- (a) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; ~~and~~
 - (b) of all resolutions and proceedings of each general meeting of the Members, meetings of the Board and meetings of committees of the Board and where there are managers, of all proceedings of meetings of the managers; and;
 - (c) of all elections and appointments of officers.

147. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.
157. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange~~ Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 156 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.
158. The requirement to send to a person referred to in Article 156 the documents referred to in that Article or a summary financial report in accordance with Article 157 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange~~ Listing Rules, the Company publishes copies of the documents referred to in Article 156 and, if applicable, a summary financial report complying with Article 157, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~
159. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint by ordinary resolution an auditor to audit the accounts of the Company and such auditor shall hold office until the next

annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

161. The remuneration of the Auditor shall be fixed by an ordinary resolution passed at a ~~the Company in~~ general meeting or in such manner as the Members may by ordinary resolution determine.
165. ~~Intentionally Deleted~~The Company may, to the extent permitted by and in accordance with applicable laws and regulations, make copies of its listing documents (together with the relative application forms) available to the public:
- (a) ~~in electronic format on CD-ROM (together with any related application forms in electronic format on the same CD-ROM); and/or~~
 - (b) ~~in electronic format through publication of the listing document (together with any related application forms) on the Company's own website on a continuous basis for at least five (5) years from the date of first publication.~~
166. ~~Intentionally Deleted~~(a) The Company may, after it has made adequate arrangements to ascertain the preference of the holders of its securities and other persons entitled to receive notices of general meetings of the Company and to the extent permitted by and in accordance with applicable laws and regulations, send or otherwise make available using electronic means or by posting on the Company's own website any corporate communication which it is required by the Listing Rules or the Act to send, mail, despatch, issue, publish or otherwise make available to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company and any such corporate communication sent or otherwise made available using electronic means or by posting on the Company's own website shall be deemed to satisfy the requirements in the Listing Rules or the Act that such corporate communication be sent, mailed, despatched, issued, published or otherwise made available by the Company to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company.
- (b) ~~Any requirement in the Listing Rules and/or these Articles that a corporate communication, notice or other document must be in writing or in printed form may be satisfied by such corporate communication, notice or other document being in electronic format in compliance with this Article.~~
 - (c) ~~Any corporate communication which is made available by the Company, in compliance with this Article, to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company by posting on the Company's own website shall be deemed to have been given to such holders or persons at the time when such corporate communication is first posted on the Company's own website. Any corporate communication which is made available~~

by the Company, in compliance with this Article, by using electronic means shall be deemed to have been served or delivered on the day following that on which it was sent by or on behalf of the Company.

167. ~~Intentionally Deleted~~Where the Company is required by the Listing Rules to send, mail, despatch, issue, publish or otherwise make available any corporate communication in both English and Chinese, the Company may, where it has made adequate arrangements to ascertain whether or not a holder of its securities wishes to receive the English language version only or the Chinese language version only, and to the extent permitted by and in accordance with applicable laws and regulations, send the English language version only or the Chinese language version only (in accordance with the holder's stated wish) to the holder concerned.
168. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means: ~~communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.~~
- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;

- (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 168(3) without the need for any additional consent or notification;
 - (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;
or
 - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 156, 157 and 168 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.

169. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules~~by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;~~
- (d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.~~
170. (1) Any Notice or other document delivered or sent in any manner permitted by~~by post to or left at the registered address of any Member in pursuance of these~~ Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal address has been so supplied) by giving the~~Notice~~ in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
171. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or

alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or ~~made electronically in~~ electronic form.

172. (2) Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.
173. (1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such ~~M~~members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.
175. (1) The Directors, Secretary and other officers and every Auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS

178. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

- (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and
- (b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

NOTICE OF AGM



NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Sino-Ocean Service Holding Limited (the “**Company**”) will be held at Meeting Room, 3rd Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC on Thursday, 21 May 2026 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the financial year ended 31 December 2025.
2. To declare a final dividend for the year ended 31 December 2025.
3. (A) (i) To re-elect Mr. HOU Min as executive director of the Company;
(ii) To re-elect Mr. CUI Hongjie as non-executive director of the Company;
and
(iii) To re-elect Mr. LEUNG Wai Hung as independent non-executive director of the Company.
(B) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”).
4. To re-appoint BDO Limited as auditor of the Company and authorise the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass (with or without modifications) the following ordinary resolutions numbered 5(A) to 5(C):

ORDINARY RESOLUTIONS

5. (A) “**THAT**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

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- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; or (c) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the articles of association of the Company (as amended and adopted from time to time) (the “**Articles of Association**”), shall not exceed 20% of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (I) “**Relevant Period**” means the period from the date of 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 the Articles of Association or any applicable laws to be held; and
 - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

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

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

(B) “**THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission of Hong Kong (the “**SFC**”) for this purpose, subject to and in accordance with all applicable laws and requirements of the Code on Share Buy-backs approved by the SFC and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company which are authorised to be bought back pursuant to the approval granted in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company), and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;

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- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(C) **“THAT**

conditional upon the passing of the resolutions set out in paragraphs 5(A) and 5(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares (including any sale or transfer of treasury shares) of the Company pursuant to the resolution set out in paragraph 5(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company bought back or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 5(B) of the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of the shares of the Company).”

As special business, to consider and, if thought fit, pass (without modifications) the following special resolution numbered 6:

SPECIAL RESOLUTION

6. **“THAT:**

- (A) the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated memorandum of association and existing amended and restated articles of association of the Company (collectively, the **“Existing M&A”**), the details of which are set out in Appendix III to the circular of the Company dated 28 April 2026, be and are hereby approved;
- (B) the new amended and restated memorandum of association and new amended and restated articles of association of the Company (collectively, the **“New M&A”**) incorporating the Proposed Amendments, copies of which have been produced to this meeting marked “A” for identification purpose and initialled by the chairman of the meeting, be hereby approved and adopted as the memorandum of association and articles of association of the Company in substitution for and to the exclusion of the Existing M&A respectively with immediate effect; and

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- (C) any one of the Directors and officers of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments, the proposed adoption of the New M&A and any of the foregoing.”

By order of the Board
Sino-Ocean Service Holding Limited
YANG Deyong
Joint Chairman

Hong Kong, 28 April 2026

Notes:

- (a) The record date for determining the eligibility of the shareholders of the Company (except for the holders of treasury shares, if any) to attend and vote at the AGM is Thursday, 21 May 2026. The register of members of the Company will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026 (both days inclusive), during which period no transfer of shares in the Company can be registered. In order to be entitled to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 15 May 2026.
- (b) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time fixed for holding the AGM (i.e., not later than 10:00 a.m. on Tuesday, 19 May 2026 (Hong Kong Time)) or any adjourned meeting. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
- (c) The Board has recommended a final dividend of RMB0.0107 per share of the Company in issue (equivalent to HKD0.0122 per share, rounded to the nearest four decimal places), to be paid out of the share premium account of the Company for the year ended 31 December 2025 and, if the final dividend is approved by the shareholders of the Company by passing the proposed ordinary resolution item 2 above, the final dividend is expected to be paid on or around Monday, 15 June 2026 to those shareholders whose names are on the Company's register of members at the close of business on Wednesday, 27 May 2026. Particulars of the final dividend were set out in the circular of the Company dated 28 April 2026 (the “Circular”). In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 27 May 2026.
- (d) In relation to the proposed ordinary resolutions item 3(A) above, Mr. HOU Min, Mr. CUI Hongjie and Mr. LEUNG Wai Hung will retire from their offices of Directors and, being eligible, have offered themselves for re-election at the AGM. The re-election of these Directors will be individually voted on by the shareholders of the Company. Details of the Directors to be re-elected were set out in Appendix II to the Circular.

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- (e) In relation to the proposed ordinary resolution item 5(B) above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information reasonably necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules was set out in Appendix I to the Circular.
- (f) The Chinese translation of this notice is for reference only, and in the event of any inconsistency between the English and Chinese versions, the English version shall prevail.
- (g) As at the date of this notice, the Board comprises Mr. YANG Deyong, Mr. HOU Min and Ms. ZHU Geying as executive Directors; Mr. CUI Hongjie and Mr. ZHAI Senlin as non-executive Directors; and Dr. GUO Jie, Mr. HO Chi Kin Sammy and Mr. LEUNG Wai Hung as independent non-executive Directors.