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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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# **六福集團(國際)有限公司**

## **LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED**

(於百慕達註冊成立之有限公司)  
(Incorporated in Bermuda with Limited Liability)  
Stock Code 股份代號: 0590

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED AMENDMENTS TO THE BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Luk Fook Holdings (International) Limited (the “Company”) to be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 17 August 2023 (Thursday) at 11:30 a.m., is set out on pages 79 to 83 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

18 July 2023

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Explanatory Statement</b> .....	8
<b>Appendix II – Biographical Details of Retiring Directors Proposed for Re-election</b> .....	11
<b>Appendix III – Comparative Table of the Proposed Amendments to the Bye-Laws</b> . . . .	15
<b>Notice of Annual General Meeting</b> .....	79

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## DEFINITIONS

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

“AGM”	The Annual General Meeting of the Company to be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 17 August 2023 (Thursday) at 11:30 a.m. or any adjournment thereof
“Amended and Restated Bye-Laws”	the amended and restated bye-laws of the Company proposed to be adopted at AGM
“Board”	The board of directors of the Company
“Bye-laws” or “Existing Bye-Laws”	The bye-laws of the Company currently in force
“Company”	Luk Fook Holdings (International) Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	The director(s) of the Company
“Group”	The Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to issue Shares
“Latest Practicable Date”	11 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Repurchase Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Fully paid ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	The registered holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	Per cent

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## LETTER FROM THE BOARD

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# 六福集團(國際)有限公司

LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

(於百慕達註冊成立之有限公司)  
(Incorporated in Bermuda with Limited Liability)  
Stock Code 股份代號: 0590

*Executive Directors:*

WONG Wai Sheung

*(Chairman & Chief Executive Officer)*

TSE Moon Chuen *(Deputy Chairman)*

WONG Hau Yeung *(Chief Operating Officer)*

WONG Lan Sze, Nancy *(Deputy Chief Executive Officer)*

CHAN So Kuen *(Chief Financial Officer)*

*Non-executive Directors:*

WONG Ho Lung, Danny *(Deputy Chairman)*

HUI Chiu Chung, JP

LI Hon Hung, BBS, MH, JP

*Independent Non-executive Directors:*

IP Shu Kwan, Stephen, GBS, JP

MAK Wing Sum, Alvin

WONG Yu Pok, Marina, JP

HUI King Wai

*Registered Office:*

Victoria Place, 5th Floor,

31 Victoria Street,

Hamilton HM 10,

Bermuda

*Head Office and Principal Place of  
Business in Hong Kong:*

15th, 20th, 25th & 27th Floor,

Metropole Square,

2 On Yiu Street,

Shatin, New Territories,

Hong Kong

18 July 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with details of the Issue Mandate, the Repurchase Mandate, re-election of the retiring Directors and the proposed amendments to the Bye-laws to be dealt with at the forthcoming AGM.

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## LETTER FROM THE BOARD

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The Directors propose to seek the approval of the Shareholders at the AGM for the following:

1. Issue Mandate to issue Shares up to a maximum of 10% of the Shares in issue as at the date of passing the relevant resolution;
2. Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing the relevant resolution;
3. the Issue Mandate shall be extended to the Shares that are allowed to be repurchased by the Company pursuant to the Repurchase Mandate; and
4. the proposed amendments to the Bye-laws of the Company and the adoption of the Amended and Restated Bye-Laws of the Company.

### II. GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions will be proposed at the AGM: (i) to grant an Issue Mandate to the Directors to issue and otherwise deal with Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing such resolution; and (ii) to approve the addition to the Issue Mandate of any Shares repurchased by the Company under the authority of the Repurchase Mandate as at the date of passing such resolution. The Directors have no present intention to issue any new Shares. As at the Latest Practicable Date, the number of Shares in issue was 587,107,850. On the basis of such figure (assuming no further Shares are issued or repurchased after and up to the date of passing such resolution), the Directors would be authorised to issue Shares up to a maximum of 58,710,785.

### III. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares subject to the criteria set out in this letter. The Shareholders should note that the authority relates only to purchase made on the Stock Exchange and otherwise in accordance with the Listing Rules. All repurchases of Shares must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by specific approval in relation to specific transactions.

In addition, the general mandate will continue in force during the Relevant Period (as referred to in paragraph (c) of resolution (the "Resolution") no. 6 set out in the notice of the AGM of the Company), which means the period from the passing of the Resolution until whichever is the earlier of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the Resolution by ordinary resolution of the Shareholders in general meeting.

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## LETTER FROM THE BOARD

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### IV. RE-ELECTION OF RETIRING DIRECTORS

In relation to the Resolution no. 3 set out in the notice of the AGM, pursuant to Bye-law 99 of the Bye-laws, Mr. WONG Wai Sheung, Ms. WONG Hau Yeung, Mr. LI Hon Hung and Ms. WONG Yu Pok, Marina, shall retire from office by rotation at the AGM. All the retiring directors, being eligible, will offer themselves for re-election at the AGM.

Ms. WONG Yu Pok, Marina, is an Independent Non-Executive Director who has served the Company for nearly 9 years and a separate resolution will be proposed for her re-election at the AGM. Ms. WONG has confirmed that she satisfies all the criteria for independence set out in Rule 3.13 of the Listing Rules. In assessing the independence of Ms. WONG, the Nomination Committee and the Board considers that her duration of service will not interfere with her exercise of independent judgment and she has the required character, integrity to provide an independent, balanced and objective view to the affairs of the Company. The Board also believes that Ms. WONG will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity because of her familiarity with the Group's businesses and affairs.

In addition, Ms. WONG has been holding 5 listed company directorships including as an Independent Non-executive Director of the Company. However, the Board is of the view that Ms. WONG would still be able to devote sufficient time to the Board and has good communication with the management team and other independent non-executive directors to facilitate the decision making process of the Board. During the year ended 31 March 2023, Ms. WONG has attended all the meetings of the Board and the Board Committees. Details of her attendance records are set out in the Corporate Governance Report of the Company. Ms. WONG has remained responsible for her performance functions and discharged her duties to the Company through active participation at the Board by bringing about balance of views as well as knowledge, experience and expertise. Based on the foregoing, the Board believes that Ms. WONG's position outside the Company will not affect her in maintaining her current role in, and her functions and responsibilities for the Company.

The Nomination Committee has reviewed the structure, size and composition of the Board. With reference to the nomination principles and criteria set out in the Company's Nomination Policy and the Board Diversity Policy and taken into account each of the abovementioned directors' contributions to the Board and their commitment to their roles, the Nomination Committee has recommended to the Board the re-appointment of all directors who will retire and offer for re-election at the AGM.

Biographical details of the retiring Directors proposed for re-election are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### V. PROPOSED AMENDMENTS TO THE BYE-LAWS

Reference is made to the announcement of the Company dated 27 June 2023. In order to, among others, (i) bring the Bye-Laws of the Company in line with the Core Shareholder Protection Standards set out in Appendix 3 to Listing Rules and the applicable laws of Bermuda; (ii) provide the flexibility to the Company in relation to the conduct of general meetings by allowing a general meeting to be held as an electronic meeting or a hybrid meeting in addition to a physical meeting; and (iii) make certain housekeeping and consequential amendments, the Board proposes to adopt the Amended and Restated Bye-Laws in substitution for, and to the exclusion of, the Existing Bye-Laws.

Details of the amendments to the Existing Bye-Laws are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the proposed amendments to the Existing Bye-Laws.

The Company's legal advisers have confirmed that the proposed amendments conform with the requirements of the Listing Rules and the Bermuda laws. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

### VI. NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 79 to 83 of this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([lukfook.com](http://lukfook.com)) respectively. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meetings must be taken by poll. The chairman of the AGM will demand a poll for every resolution put to the vote at the AGM pursuant to the Bye-laws. An announcement on the poll voting results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([lukfook.com](http://lukfook.com)) respectively after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.



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## LETTER FROM THE BOARD

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### VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### VIII. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the proposed amendments to the Bye-Laws are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all relevant resolutions set out in the notice of the AGM.

Yours faithfully,

For and on behalf of the Board

**Luk Fook Holdings (International) Limited**

**WONG Wai Sheung**

*Chairman & Chief Executive Officer*

This Appendix serves as an Explanatory Statement as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 587,107,850 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 58,710,785 Shares, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

Repurchases of Shares would be funded out of funds legally available for the purpose in accordance with the Memorandum of Association of the Company, the Bye-laws and the applicable laws of Bermuda. Repurchases of Shares pursuant to the Repurchase Mandate would be financed entirely from the Company's paid up share capital plus funds available for dividends or distribution to Shareholders and the share premium account.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 31 March 2023. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such purchases are in the best interests of the Company.

**4. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

No connected persons (as defined in the Listing Rules) of the Company, have notified the Company that they have a present intention to sell, or have undertaken not to sell, any Shares to the Company in the event that the Company is authorised to make repurchases of Shares.

**5. TAKEOVERS CODE CONSEQUENCES**

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

As at the Latest Practicable Date, Mr. WONG Wai Sheung, the Chairman, Chief Executive Officer, Executive Director, and a substantial shareholder of the Company, together with parties presumed to be acting in concert with him under the Takeovers Code ("WWS Concert Group") were interested in 257,823,787 Shares in aggregate, representing approximately 43.91% of the issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the interest of the WWS Concert Group in the issued share capital of the Company would be increased from approximately 43.91% to approximately 48.79% and the WWS Concert Group would be obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation on the part of the WWS Concert Group to make a mandatory general offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

**6. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

**7. MARKET PRICES**

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Traded Market Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
July	21.00	19.00
August	20.50	18.82
September	20.90	18.28
October	19.50	17.00
November	19.26	17.04
December	24.50	18.84
<b>2023</b>		
January	29.50	23.05
February	27.60	24.35
March	27.30	24.45
April	27.25	24.45
May	25.90	20.80
June	24.30	18.98
July (up to the Latest Practicable Date)	20.45	18.64

The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

**Mr. WONG Wai Sheung**

Mr. WONG Wai Sheung, aged 72, is the founder, Chairman, Chief Executive Officer and Executive Director of the Group. He is also a member of the Nomination Committee. Mr. WONG has over 56 years of experience in the jewellery industry and is responsible for the overall strategic planning and management of the Group. He is the Honorary Life President of The Kowloon Gold Silver and Jewel Merchant's Staff Association, the Honorary Permanent Chairman of Hong Kong Jade Association, the Chairman of Supervisory Committee of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, the Honorary Chairman of Macau Goldsmith's Guild, the Honorary Chairman of Guangdong Golden Jewelry and Jade Industry's Association, the Consultant of the Gems & Jewelry Trade Association of China, the Honorary Chairman of Hong Kong Small and Medium Enterprises Association, the Founding Member and Vice President of Shenzhen Gold & Silver Jewelry Creative Industry Association, a Honorary Advisor of H.K. Gold & Silver Ornament Workers & Merchants General Union, a Consultant of the 7th Term General Committee of Hong Kong Brand Development Council and the Honorary President of the Jewellers & Goldsmiths' Association of Hong Kong Limited. Mr. WONG is the father of Mr. WONG Ho Lung, Danny, Deputy Chairman and Non-executive Director of the Group and Ms. WONG Lan Sze, Nancy, Executive Director and Deputy Chief Executive Officer of the Group. He is also the elder brother of Mr. WONG Wai Tong, Senior Business Director of the Group.

As at the Latest Practicable Date, Mr. WONG had interests in 255,240,787 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2023, his total emoluments amounted to HK\$46,820,845, including director's fee and discretionary bonus on performance, of which HK\$55,000 being the entitled annual director's fee.

**Ms. WONG Hau Yeung**

Ms. WONG Hau Yeung, aged 50, is the Executive Director and Chief Operating Officer of the Group. She is also a Director of China Gold Silver Group Company Limited, an associate of the Company which conducts jewellery retail and franchise business under the brand name of “3D-GOLD” in Hong Kong and Mainland. Ms. WONG initially joined the Group in 1994 and served various departments for about 8 years until 2002. She rejoined the Group in 2004. Currently, she is responsible for the Group’s operations and development of the retail, wholesale and licensing businesses. In addition, she is also responsible for the administration and human resources functions of the Group. She holds a Master’s Degree in Business Administration from University of Southern Queensland. Ms. WONG is a Member of Guangzhou Panyu District Committee of the Chinese People’s Political Consultative Conference, a Member of The Association of the Hong Kong Members of Guangdong’s Chinese People’s Political Consultative Conference Committees Limited, a Honorary Life President and the 20th Term Vice-Chairman of Hong Kong Pun Yue Industrial and Commercial Fellowship Association, the 6th Term Standing Director of Guangzhou Panyu Overseas Friendship Association, the 4th Term Director of Guangzhou Panyu Overseas Exchange Association, a President of Panyu Hong Kong Charity Fund Limited, a Member and Vice-Chairperson of The Jewellery Industry Training Advisory Committee, a Member of Watch & Jewellery Industry Consultative Networks and a Member of Greater Bay Area Hong Kong Women Entrepreneurs Association. She has over 29 years of experience in the jewellery industry.

As at the Latest Practicable Date, Ms. WONG did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2023, her total emoluments amounted to HK\$8,217,279, including director’s fee and discretionary bonus on performance, of which HK\$55,000 being the entitled annual director’s fee.

**Mr. LI Hon Hung**

Mr. LI Hon Hung, BBS, MH, JP, aged 66, was appointed as a Non-executive Director of the Company in 2011. Mr. LI holds a Diploma of Architectural Design from Humber College of Toronto, Canada in 1981 and a Bachelor's of Architecture from New York Institute of Technology in 1984. Mr. LI was awarded the Certificate of Registration Authorized Person (List of Architects) in 1989 and the Certificate of Registered Inspector in 2012, by the Government of the HKSAR. In professional qualification aspect, Mr. LI is a Fellow of Hong Kong Institute of Architects and a Member of Architect Registration Board. He also got the PRC Class 1 Registered Architect Qualification. Mr. LI has extensive architecture experience and is a Director of Li & Siu Associates Ltd. and A. Li & Associates Architects Ltd. In addition, he is a Director of Keen Mind Kindergarten. Mr. LI was appointed as a District Council Member of Sham Shui Po District from 2000 to 2007 and was awarded the Chief Executive's Commendation For Community Service and Medal of Honor. He was also appointed by the Government of the HKSAR a Justice of the Peace in 2008 and was awarded a Bronze Bauhinia Star (BBS) in 2017. Mr. LI has been appointed to various positions over the years including: Chairman of Sham Shui Po District Office (East Liaison Team), Chairman of Sham Shui Po District Fire Safety Committee, Chairman of Sham Shui Po Council for the Promotion of Cultural and Recreation Service Limited, Chairman of Sham Shui Po District Fight Crime Committee, Honorary President of Sham Shui Po District Junior Police Call, Honorary President of Kowloon City District Junior Police Call, Honorary President of Yau Tsim District Junior Police Call, Chairman of Yau Yat Chuen Residents Association Ltd., President of Police Dragon Boat Club and Chartered President of Lions Club of Sham Shui Po Hong Kong. Mr. Li is a member of The Sixth Election Committee of the Hong Kong Special Administrative Region. He is also an Independent Non-executive Director of Sheung Yue Group Holdings Limited (Stock Code: 1633) which is listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date, Mr. LI had interests in 9,964,290 Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2023, Mr. LI was entitled to a director's fee of HK\$170,000.

**Ms. WONG Yu Pok, Marina, JP**

Ms. WONG Yu Pok, Marina, JP, aged 74, was appointed as an Independent Non-executive Director of the Company in 2013. Ms. WONG is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Ms. WONG had been working with PricewaterhouseCoopers for over 36 years specialising in the Mainland tax and business advisory services. Since 1978, she was responsible for the development of the firm's business in the Mainland. Ms. WONG joined Tricor Services Limited as a director from 2004 to 2006 after her retirement as a partner from PricewaterhouseCoopers in 2004. She is also a Fellow Member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

In addition, Ms. WONG is also an Independent Non-executive Director of Hong Kong Ferry (Holdings) Company Limited (Stock Code: 0050), Kerry Properties Limited (Stock Code: 0683), Kerry Logistics Network Limited (Stock Code: 0636) and SJM Holdings Limited (Stock Code: 0880), which are listed on the Main Board of the Stock Exchange.

As at the Latest Practicable Date, Ms. WONG did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 31 March 2023, Ms. WONG was entitled to a director's fee of HK\$250,000.

Save as disclosed above, each of the retiring Directors does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; each of them did not hold any directorships in any other listed public companies in the last three years. In addition, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of Shareholders, in respect of the re-election of the retiring Directors.

None of the Directors' service contracts requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments, other than statutory compensation. Pursuant to the Bye-laws, one-third of the Directors shall retire from office by rotation at each AGM of the Company.

All the above mentioned Directors are subject to retirement by rotation and re-election at the AGM in accordance with the Bye-laws. The fees and other emoluments of Directors are determined by the Remuneration Committee of the Company with reference to their responsibilities, industry norm and the prevailing market conditions.



The Existing Bye-Laws of the Company be and are hereby amended as follows:

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 1(A)	<p>The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:</p> <p>–</p> <p>.....</p> <p><u>“associates” shall have the meaning as defined in the Listing Rules;</u></p> <p>.....</p>	Bye-Law 1(A)	<p>The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:</p> <p><u>“announcement” shall mean 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;</u></p> <p>.....</p> <p>–</p> <p>.....</p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	<p>–</p> <p>“the Companies Act” shall mean the Companies Act 1981 of Bermuda as may from time to time be amended;</p> <p>–</p> <p>.....</p>		<p>“close associate” in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Bye-Law 98 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;</p> <p>“the Companies Act” shall mean the Companies Act 1981 of Bermuda as may from time to time be amended and includes every other act incorporated therewith or substituted therefor;</p> <p>“Companies Ordinance” shall mean the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time;</p> <p>.....</p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	–		<u>“Designated Stock Exchange” shall mean a stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;</u>
	.....		.....
	–		<u>“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;</u>
	–		<u>“electronic means” shall include sending or otherwise making available to the intended recipients of the communication an electronic communication;</u>
	–		<u>“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members, proxies and/or Directors by means of electronic facilities;</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	–		<u>“financial year” unless otherwise determined by the Board, the financial year of the Company shall begin on 1 April each year and ends on 31 March each year;</u>
	.....		.....
	–		<u>“hybrid meeting” shall mean a general meeting held and conducted by (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>“Meeting Location” shall have the meaning given to it in Bye-Law 64A;</u>
	.....		.....
	–		<u>“physical meeting” shall mean 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;</u>

**APPENDIX III**

**COMPARATIVE TABLE OF THE PROPOSED  
AMENDMENTS TO THE BYE-LAWS**

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
	<p>–</p> <p>.....</p> <p>“shareholder” shall mean the duly registered holder from time to time of <u>the shares in</u> the capital of the Company;</p>		<p>“Principal Meeting Place” shall have <u>the meaning given to it in Bye-Law 63;</u></p> <p>.....</p> <p>“shareholder” <u>or “member”</u> shall mean the duly registered holder from time to time of the capital of <u>the shares in</u> the Company;</p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 1(B)	<p>.....</p> <p>subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye-Laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-Laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere; <u>and</u></p> <p>references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p>	Bye-Law 1(B)	<p>.....</p> <p>subject as aforesaid, any words or expressions <u>in legible and non-transitory form or, defined in the Companies Act (except any statutory modification thereof not in force when these Bye-Laws become binding on the Company), or any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display</u> shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-Laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere;</p> <p>references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force;</p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	–		<p><u>references to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any Members, proxies and/or Directors (including, without limitation, the chairman of the meeting) 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 Bye-Laws and other applicable laws, rules and regulations, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u></p> <p><u>references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised 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 and all other applicable laws, rules and regulations or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	–		<u>references to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</u>
	–		<u>where a Member is a corporation, any reference in these Bye-Laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member; and</u>
	–		<u>nothing in these Bye-Laws precludes the holding and conducting of a general meeting in such way that persons who are not present together at the same place or places may by electronic means attend and participate in it.</u>



<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 1(C)	A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which <u>not less than 21 days' notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given.</u> <u>Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</u>	Bye-Law 1(C)	A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which <u>notice has been given in accordance with Bye-Law 63.</u>

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 1(D)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which <u>not less than 14 days' notice has been duly given. Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Ordinary Resolution at a meeting of which less than 14 days' notice has been given.</u>	Bye-Law 1(D)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which <u>notice has been given in accordance with Bye-Law 63.</u>
Bye-Law 2	Without prejudice to any other requirements of the Statutes, a Special Resolution shall be required to alter the Memorandum of Association, to approve any amendment of these presents or to change the name of the Company.	Bye-Law 2	Without prejudice to any other requirements of the Statutes, a Special Resolution shall be required to alter the Memorandum of Association <u>or these Bye-Laws</u> , to approve any amendment of these presents or to change the name of the Company.

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

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
–	–	Bye-Law 14(C)	<u>The principal register and branch register of members, as the case may be, shall be open for inspection between 10 a.m. and 12 noon during every business hours by members of the public without charge at the Registered Office or such other place at which the register is kept in accordance with the Companies Act. 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 and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed in accordance with the terms equivalent to section 632 of the Companies Ordinance.</u>
Bye-Law 36	Subject to the Companies Act, all transfers of shares may be effected by transfer in writing in the usual or common form or in such other form as the Board may accept and may be under hand or by means of mechanically imprinted signatures or such other manner as the Board may from time to time approve.	Bye-Law 36	Subject to the Companies Act, all transfers of shares may be effected by transfer in writing in the usual or common form or <u>by electronic communication or</u> in such other form as the Board may accept and may be under hand or by means of mechanically imprinted signatures or such other manner as the Board may from time to time approve.

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 54	A statutory declaration in writing that the declarant is a Director or the Secretary <u>of the Company</u> , and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.	Bye-Law 54	A statutory declaration in writing that the declarant is a Director or the Secretary, and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 60(A)	<p><u>The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.</u> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>	Bye-Law 60(A)	<p><u>Subject to the Companies Act, the Company shall hold a general meeting for each financial year as its annual general meeting and shall specify the meeting as such in the notice calling it, and such annual general meeting shall be held within six (6) months after the end of the Company's financial year.</u> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 61	All general meetings other than annual general meetings shall be called special general meetings.	Bye-Law 61	All general meetings other than annual general meetings shall be called special general meetings. <u>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 at one or more locations as provided in Bye-Law 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>
Bye-Law 62	The Board may, whenever it thinks fit, convene a special general meeting, <u>and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, in default, may be convened by the requisitionists.</u>	Bye-Law 62	The Board may, whenever it thinks fit, convene a special general meeting. <u>One or more members (including a recognized clearing house (or its nominees)) holding at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the paid up capital of the Company shall at all times have the right, by written requisition to the Board or the Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition and add resolutions to the meeting agenda.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 63	<p>An annual general meeting <u>and a meeting called for the passing of a Special Resolution</u> shall be called by at least twenty-one days' notice in writing, and a meeting of the Company other than an annual general meeting <u>or a meeting for the passing of a Special Resolution</u> shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <u>the place, the day and the hour of meeting and, in case of special business, the general nature of that business</u>, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:–</p>	Bye-Law 63	<p>An annual general meeting shall be called by at least twenty-one days' notice in writing, and a meeting of the Company other than an annual general meeting shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <u>(a) the day and the time of meeting and, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Bye-Law 64A, 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 (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) 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,</u></p>



<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
	.....		and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-  .....

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
-	-	Bye-Law 64A	(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p><u>(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this subparagraph (2) shall include a proxy or proxies respectively:</u></p> <p><u>(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;</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p>(b) <u>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;</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p>(c) <u>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</u></p>

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

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
-	-	Bye-Law 64B	<u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, 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.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
-	-	Bye-Law 64C	<p><u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-Law 64A(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</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p>



Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p><u>(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;</u></p> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
–	–	Bye-Law 64D	<u>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 Bye-Law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
-	-	Bye-Law 64E	<u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the 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 of 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</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p><u>on the day of the meeting. This Bye-Law shall be subject to the following:</u></p> <p>(a) <u>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);</u></p> <p>(b) <u>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;</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p>(c) <u>when a meeting is postponed or changed in accordance with this Bye-Law, subject to and without prejudice to Bye-Law 64, 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 Bye-Laws not less than 48 hours before the time of the postponed meeting; and</u></p> <p>(d) <u>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.</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
-	-	Bye-Law 64F	<u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-Law 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>
-	-	Bye-Law 64G	<u>Without prejudice to other provisions in Bye-Laws 64A to 64F, 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.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
–	–	Bye-Law 64H	<u>Without prejudice to Bye-Laws 64A to 64G, and subject to the Statutes and the rules of any Designated Stock Exchange and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. Each Member or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the Chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 67	If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and <u>place as shall be decided by the Board.</u>	Bye-Law 67	If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and <u>(where applicable) same place(s) or to such time and (where applicable) place(s) and in such form and manner referred to in Bye-Law 61 as the chairman of the meeting shall decide (or by default, by the Board), and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the member or members present in person or by proxy shall be a quorum and may transact the business for which the meeting was called.</u>



<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 70	At any general meeting, a resolution put to the vote of the meeting shall be decided 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 absence of a poll, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.	Bye-Law 70	At any general meeting, a resolution put to the vote of the meeting shall be decided by poll except <u>in the case of a physical meeting</u> 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 absence of a poll, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 76	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every shareholder who is present in person or by a duly authorised corporate representative shall have one vote, and on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.	Bye-Law 76	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every shareholder who is present in person or by a duly authorised corporate representative shall have one vote, and on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way. <u>Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 76A	Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”	Bye-Law 76A	<u>All members (including a member which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration.</u> Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 78	Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purposes of this Bye-Law be deemed joint holders thereof.	Bye-Law 78	Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting, <u>adjourned meeting or postponed meeting</u> personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purposes of this Bye-Law be deemed joint holders thereof.

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 81	Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a vote on a show of hands, only a member present in person or by a duly authorised corporate representative may vote. On a poll votes may be given either personally or by a duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, <u>but, not withstanding the generality of the foregoing shall not have the right to vote individually on a show of hands.</u>	Bye-Law 81	Any shareholder of the Company <u>(including a clearing house)</u> entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person <u>(being a natural person)</u> as his proxy <u>or representative (if such shareholder is a corporation)</u> to attend and vote instead of him. <u>A shareholder which is a corporation may execute a form of proxy under the hand of a duly authorised officer.</u> On a vote on a show of hands, only a member present in person or by a duly authorised corporate representative may vote. On a poll votes may be given either personally or by a duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, <u>as if it were a natural person shareholder present in person at any general meeting.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 82	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.	Bye-Law 82	The instrument appointing a proxy shall be in writing <u>and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication,</u> under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised <u>or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 83	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll at a meeting or an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	Bye-Law 83	(1) <u>The Company may, at its absolute discretion, provide an electronic address or an electronic means of submission for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and Notice of termination of the authority of a proxy). If such an electronic address or an electronic means of submission 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 or by such electronic means of submission, 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 or an electronic means of submission may be used generally for such</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p><u>matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>



Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p>(2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or <u>postponed meeting or poll</u> (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or <u>postponed meeting or</u> on a poll at a meeting or an adjourned meeting <u>or postponed meeting</u> in a case</p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
Bye-Law 84	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve.	Bye-Law 84	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve <u>and may be contained in an electronic communication.</u>

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 85	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, 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 such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.	Bye-Law 85	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, 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 such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-Laws has not been received in accordance with the requirements of these Bye-Laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-Laws is not received in the manner set out in these Bye-Laws, the appointee shall not be entitled to vote in respect of the shares in question.</u>

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 86	A vote given in accordance with the terms an instrument of proxy or power of attorney or by a duly authorised corporate representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.	Bye-Law 86	A vote given in accordance with the terms an instrument of proxy or power of attorney or by a duly authorised corporate representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 87(A)	Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual shareholder of the Company. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one or more proxies. Nothing contained in this Bye-law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-law 81.	Bye-Law 87(A)	Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its corporate representative <u>to attend and vote</u> at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise <u>as</u> if it were an individual shareholder of the Company. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one or more proxies. Nothing contained in this Bye-Law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-Law 81.

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 87(B)	<p>If a Clearing House (or its nominee) is a shareholder of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives, to the extent permitted by the Companies Act, <u>at</u> any meeting of the Company or at any meeting of any class of shareholders of the Company provided that, if more than one proxy or, corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if it were an individual shareholder including the right to vote individually on a show of hands <u>notwithstanding the provisions of Bye-laws 76 and 81;</u></p>	Bye-Law 87(B)	<p>If a Clearing House (or its nominee) is a shareholder of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives <u>who shall enjoy rights equivalent to the rights of other shareholders,</u> to the extent permitted by the Companies Act, <u>to attend</u> any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any meeting of any class of shareholders of the Company provided that, if more than one proxy or, corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-Law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if it were an individual shareholder including the right to <u>speak and</u> vote individually on a show of hands <u>or on a poll;</u></p>

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 98(E)	Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his associates owns 5 per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company;	Bye-Law 98(E)	Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his <u>close</u> associates owns 5 per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company.

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 98(H)	<p>A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:–</p> <p>(i) the giving of any security or indemnity either:</p> <p style="padding-left: 40px;">(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p style="padding-left: 40px;">(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	Bye-Law 98(H)	<p>A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his <u>close</u> associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:–</p> <p>(i) the giving of any security or indemnity either:</p> <p style="padding-left: 40px;">(a) to the Director or his <u>close</u> associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p style="padding-left: 40px;">(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>close</u> associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>



Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	<p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>.....</p> <p>(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p style="padding-left: 40px;">(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme <u>involving the issue or grant of options over shares or other securities by the Company</u> under which the Director or his associate(s) may benefit; or</p>		<p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his <u>close</u> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>.....</p> <p>(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p style="padding-left: 40px;">(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his <u>close</u> associate(s) may benefit; or</p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	<p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates <u>both</u> to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”</p>		<p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to Directors, his <u>close</u> associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his <u>close</u> associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(v) any contract or arrangement in which the Director or his <u>close</u> associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 98(J)	Where a company in which a Director together with any of his associates holds five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.	Bye-Law 98(J)	Where a company in which a Director together with any of his <u>close</u> associates holds five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.
Bye-Law 102 (A)	The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.	Bye-Law 102 (A)	The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>annual</u> general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 102(B)	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the <u>next following general meeting of the Company (in the case of casual vacancy) or until the next following annual general meeting (in the case of an addition to the Board)</u> and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.	Bye-Law 102(B)	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy <u>on</u> or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the <u>first annual general meeting after his appointment</u> and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 104	The Company may by an Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his <u>period</u> of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages <u>for any breach of any contract between him and the Company</u> ) and may elect another person in his stead. Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re- election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.	Bye-Law 104	The <u>members of the</u> Company may <u>at any general meeting</u> by an Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) <u>at any time</u> before the expiration of his <u>term</u> of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages <u>under any contract</u> ) and may elect another person in his stead. Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 119	<p>The Board shall as soon as practicable following each annual general meeting elect one of its body to the office of Chairman of the Company and another to be the Deputy Chairman of the Company and may from time to time elect or otherwise appoint other officers and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law.</p>	Bye-Law 119	<p><u>(1)</u> The Board shall as soon as practicable following each annual general meeting elect one of its body to the office of Chairman of the Company and another to be the Deputy Chairman of the Company and may from time to time elect or otherwise appoint other officers and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law.</p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			(2) <u>If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 119(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 121	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.</p>	Bye-Law 121	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or <u>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 or in such other manner</u> as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.</p>



<b>Bye-Laws</b>			
<b>Original Bye-Laws</b>		<b>New Bye-Laws</b>	
<b>Bye-Law No.</b>	<b>Bye-Law</b>	<b>Bye-Law No.</b>	<b>Bye-Law</b>
Bye-Law 129	A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two Directors or their alternates and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.	Bye-Law 129	A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two Directors or their alternates and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. <u>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 Bye-Law.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 163(B)	<p>The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. <u>The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</u></p>	Bye-Law 163(B)	<p>The <u>shareholders of the Company</u> shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. <u>Subject to compliance with the Listing Rules, the Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by the shareholders of the Company in the annual general meeting by Ordinary Resolution, by other body that is independent of the Board or, unless otherwise prohibited by the Listing Rules, in the manner as specified in the shareholders' resolution, and subject to compliance with the Listing Rules, the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
–	–	Bye-Law 163(C)	<u>The shareholders of the Company may, at any general meeting convened and held in accordance with these Bye-Laws, remove the auditor by a resolution passed by at least two-thirds of the votes cast by such shareholders as, being entitled to do, vote in person, or by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting at any time before the expiration of his term of office and shall by Ordinary Resolution at that meeting appoint another auditor in his stead for the remainder of his term.</u>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
Bye-Law 167	Any notice or document (including any “corporate communication” as defined by the Listing Rules), whether or not to be given or issued under these Bye-laws from the Company <u>to a shareholder</u> shall be in writing (subject to the Listing Rules, either in the English language or the Chinese Language or both languages). <u>Any such notice or document may be served or delivered by the Company on or to any shareholder either personally or by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the register or, as the case may be, by transmitting it to such registered address or (in the case of a notice) by advertisement in the Newspapers or, to the extent permitted by applicable statutes and the Listing Rules, 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 or document to him, or which the person transmitting the notice or document reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by the shareholder. Any such notice or document may also be served or delivered by advertisement in the Newspapers or, to the extent</u>	Bye-Law 167	<p>(1) Any notice or document (including any “corporate communication” as defined by the Listing Rules), whether or not to be given or issued under these Bye-Laws from the Company shall be in writing (subject to the Listing Rules, either in the English language or the Chinese Language or both languages) or <u>cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</u></p> <p>(a) <u>by serving it personally on the relevant person;</u></p> <p>(b) <u>by sending it through the post in a prepaid envelope addressed to a Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</u></p> <p>(c) <u>by delivering or leaving it at such address as aforesaid;</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
	<p><u>permitted by applicable statutes and the Listing Rules, by placing it on the Company’s website or the website of the relevant Stock Exchange, and giving to a shareholder a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to a shareholder by way of means set out above. In the case of joint holders of a share all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and the notices or documents so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p>		<p><u>(d) by placing an advertisement in appointed newspapers (as defined in the Companies Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</u></p> <p><u>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-Law 167(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p>(f) <u>by publishing it on the Company’s website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</u></p> <p>(g) <u>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.</u></p> <p>(2) <u>The notice of availability may be given by any of the means set out above other than by posting it on a website.</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p>(3) 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 <u>notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(4) <u>Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</u></p> <p>(5) <u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.</u></p>

Bye-Laws			
Original Bye-Laws		New Bye-Laws	
Bye-Law No.	Bye-Law	Bye-Law No.	Bye-Law
			<p>(6) <u>Subject to any applicable laws, rules and regulations and the terms of these Bye-Laws, any notice, document or publication, including but not limited to the documents referred to in Bye-Laws 162(B) and 167 may be given to a Member either in the English language only or in both the English language and the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</u></p>
<p><b>Expression Adjustment</b></p>		1.	It is proposed that to amend all “Bye-law(s)” in the Bye-Laws to “Bye-Law(s)”.
		2.	It is proposed that to remove all amendment records dates.



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## NOTICE OF ANNUAL GENERAL MEETING

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# 六福集團(國際)有限公司

LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

(於百慕達註冊成立之有限公司)  
(Incorporated in Bermuda with Limited Liability)  
Stock Code 股份代號: 0590

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 17 August 2023 (Thursday) at 11:30 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 31 March 2023.
2. To declare the final dividend for the year ended 31 March 2023.
3. To re-elect the retiring Directors and to authorise the Board to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) 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 and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting; and

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

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors of the Company in paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this Resolution:

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon Resolutions nos. 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution no. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution no. 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

### SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT** the proposed amendments to the Bye-Laws of the Company (the “Existing Bye-Laws”) set out in Appendix III to the circular of the Company dated 18 July 2023 of which this notice forms part be and are hereby approved and the Amended and Restated Bye-Laws (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-Laws with immediate effect after the close of the meeting, and any Director or Company Secretary of the Company be and is hereby authorised to do all things necessary to give effect and implement to the adoption of the Amended and Restated Bye-Laws.”

By Order of the Board  
**Luk Fook Holdings (International) Limited**  
**CHAN So Kuen**  
*Company Secretary*

Hong Kong, 18 July 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any Shareholder of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as proxy to attend and vote instead of him/her. On a poll, votes may be given either personally or by proxy. A proxy needs not be a shareholder of the Company. A shareholder may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.
3. The register of members of the Company for the Annual General Meeting will be closed from 14 August 2023 to 17 August 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance at the Annual General Meeting to be held on 17 August 2023, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 11 August 2023.
4. In the event that in the morning on Thursday, 17 August 2023 if Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted:
  - i.) but lowered at or before 9:00 a.m., the Annual General Meeting will be held as scheduled at 11:30 a.m. on the same day at the same venue; or
  - ii.) but lowered after 9:00 a.m. and at or before 2:00 p.m., the Annual General Meeting will be adjourned to 5:00 p.m. on the same day at the same venue; or
  - iii.) but lowered after 2:00 p.m., the Annual General Meeting will be adjourned to 11:30 a.m. on Friday, 18 August 2023 at the same venue.

If the Annual General Meeting is adjourned, the Company will post an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the details of the rescheduled meeting.

The Annual General Meeting will be held as scheduled when a Typhoon Signal No. 3 or below or an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.