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If you are in 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 **Mindtell Technology Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED ADOPTION OF THE NEW ARTICLES;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening an annual general meeting (the “AGM”) of Mindtell Technology Limited (the “Company”) to be held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 27 April 2023 at 12:00 noon is set out on pages 49 to 53 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

This circular will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for seven (7) days from the date of its posting and on the Company’s website at www.mindtellttech.com.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the COVID-19 pandemic, precautionary measures will be taken to minimise the risks of infection of COVID-19 at the AGM, including:

- prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM; and
- no refreshments will be served at the AGM.

Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the COVID-19 pandemic, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM; and
- (ii) No refreshments will be served.

To the extent permitted under the laws, regulations and GEM Listing Rules, the Company reserves the right to deny entry into the AGM venue or require any person, who does not comply with the precautionary measures, to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

The Chairman of the meeting has the authority to adjourn the AGM if at any time during the AGM, the Chairman determines that the proceedings of the AGM contravene any laws or regulations, including but not limited to the regulations under the Prevention and Control of Disease Ordinance (Chapter 599 of the Laws of Hong Kong) which are subject to amendment by the Hong Kong Government from time to time. The Company may be required to change the AGM arrangements with short notice. Shareholders should check for future announcements and updates on the AGM arrangements.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 27 April 2023 at 12:00 noon or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Director(s)
“Company”	Mindtell Technology Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 PRC
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue as at the date of passing the relevant resolution approving the general mandate
“Latest Practicable Date”	2 March 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	22 October 2018, the date on which the issued Shares were initially listed on GEM
“New Articles”	the second amended and restated articles of association of the Company proposed to be adopted at the AGM
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing the relevant resolution approving the general mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

Executive Directors:

Mr. Chong Yee Ping

(Chairman and Chief Executive Officer)

Mr. Liu Yan Chee James

Non-executive Directors:

Mr. Siah Jiin Shyang

Mr. Lam Pang

Independent Non-executive Directors:

Mr. Chan San Ping

Ms. Ho Suet Man Stella

Mr. Su Chi Wen

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Headquarters in Malaysia:

B-7-7, Sky Park @ One City

Jalan USJ 25/1, 47650

Subang Jaya

Selangor

Malaysia

Principal place of business in Hong Kong:

Unit 1802, 18/F, Ruttonjee House

Ruttonjee Centre, 11 Duddell Street

Central, Hong Kong

2 March 2023

To: The Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;
(3) RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED ADOPTION OF THE NEW ARTICLES
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for, among other matters, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate; (iii) the re-election of the retiring Directors; (iv) the re-appointment of independent auditors; and (v) setting out the details of proposed amendments to the Articles of Association and adoption of the New Articles, and to give the Shareholders the notice of AGM which sets out the ordinary resolutions and the special resolution to be proposed at the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

The general mandate granted to the Directors to issue Shares at the annual general meeting held on 6 May 2019 has lapsed at the conclusion of the annual general meeting of the Company held on 21 May 2020 and no new general mandate to issue Shares has been granted to the Directors thereafter. An ordinary resolution will be proposed to grant to the Directors the Issue Mandate at the AGM, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares in the Company or any Shares issued as scrip dividends pursuant to the Articles of Association, additional Shares not exceeding 20% of the number of Shares in issue as at the date of passing of such resolution.

Based on the 390,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 78,000,000 Shares if the Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act (as revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the number of Shares in issue as at the date of passing of such resolution.

The Repurchase Mandate, if granted, shall remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act or any other applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE

Subject to and conditional upon the passing of the resolutions approving the grant of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the number of Shares in issue on the date of passing the resolution approving the Issue Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

According to the articles 84(1) and 84(2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with articles 84(1) and 84(2) of the Articles of Association, Mr. Chong Yee Ping, Mr. Lam Pang and Mr. Su Chi Wen will retire from office by rotation as Directors at the AGM and being eligible, offer themselves for re-election.

Details of the retiring Directors who offer themselves for re-election are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules. After considering the details of those retiring Directors, the Board considers that there is no significant factor which casts doubt on their suitability or integrity to act as a Director.

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

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. The purpose of the amendments to the Articles of Association is to bring the Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the GEM Listing Rules.

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon the close of the AGM.

Major proposed amendments to the Articles of Association, where applicable brought about by the adoption of the New Articles (for reference purpose, marked-up against the Articles of Association, where applicable) are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Articles of Association and adoption of the New Articles comply with the requirements of the GEM Listing Rules. The legal advisers to the Company as to the laws of Cayman Islands have confirmed that the proposed amendments to the Articles of Association and adoption of the New Articles do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association and adoption of the New Articles for a company listed on GEM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 49 to 53 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors, the re-appointment of independent auditors and the adoption of the New Articles.

A form of proxy for use at the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholders from attending and voting at the AGM if they so wish.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 April 2023 to Thursday, 27 April 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 21 April 2023.

GEM LISTING RULES REQUIREMENTS

According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rules 17.47(5) and 17.47(5A) of the GEM Listing Rules.

RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors, the re-appointment of independent auditors and the adoption of the New Articles are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all of the resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Mindtell Technology Limited
Chong Yee Ping
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 390,000,000 fully paid Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 39,000,000 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date, during the period ending on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands, or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

2. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available under the Cayman Islands law, the Articles of Association and the GEM Listing Rules for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and gearing position of the Company as compared with that as at 30 November 2022, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

During each of the previous 12 months, the highest and lowest trading prices for Shares on the Stock Exchange were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
March	0.110	0.096
April	0.105	0.098
May	0.099	0.079
June	0.104	0.083
July	0.090	0.085
August	0.094	0.077
September	0.092	0.075
October	0.072	0.060
November	0.073	0.062
December	0.071	0.060
2023		
January	0.082	0.058
February	0.066	0.063
March (up to the Latest Practicable Date)	0.063	0.063

6. DIRECTORS AND THEIR ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

7. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles of Association.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders was as follows:

Name of Shareholders	Capacity	Number of Shares held ⁽¹⁾	Approximate percentage of total number of Shares	Approximate percentage of total number of Shares (assuming the Repurchase Mandate is exercised in full)
Delicate Edge Limited ⁽²⁾ ("Delicate Edge")	Beneficial owner and person acting in concert	196,560,000 (L)	50.40%	56.00%
King Nordic Limited ⁽²⁾ ("King Nordic")	Beneficial owner and person acting in concert	196,560,000 (L)	50.40%	56.00%
Liu Yan Chee James	Beneficial owner	57,720,000 (L)	14.80%	16.44%
Lam Pang	Beneficial owner	38,220,000 (L)	9.80%	10.89%

Notes:

- (1) The letter "L" denotes the person's long position in the relevant Shares.
- (2) Delicate Edge is wholly and beneficially owned by Mr. Chong Yee Ping whereas King Nordic is wholly and beneficially owned by Mr. Siah Jiin Shyang. Each of Delicate Edge Limited and King Nordic Limited holds 98,280,000 Shares, representing 25.2% of the total issued share capital of the Company.

Mr. Chong Yee Ping and Mr. Siah Jiin Shyang are parties acting in concert (having the meaning ascribed to it under the Takeovers Code) as confirmed by them in writing. As such, each of Mr. Chong Yee Ping, Mr. Siah Jiin Shyang, Delicate Edge and King Nordic is deemed to be interested in 196,560,000 Shares held by Delicate Edge Limited and King Nordic Limited in aggregate under the SFO.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in the above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent that would result in takeover obligation under the Takeovers Code or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

10. SHARES REPURCHASE MADE BY THE COMPANY

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

The followings are the biographical details of the Directors who will retire, and being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association.

EXECUTIVE DIRECTOR

Mr. Chong Yee Ping (“**Mr. Chong**”), aged 43, the founder of the Group, was appointed as the chairman of the Board, chief executive officer and executive Director of the Company on 27 February 2018. Mr. Chong is also a director of the subsidiaries of the Company, namely Excel Elite Global Limited, Tandem Advisory Sdn. Bhd. and Mixsol Sdn. Bhd. He is mainly responsible for formulating the overall business development strategy and planning; overseeing the Group’s performance and management; and leading and representing the Group in negotiation with potential business partners.

Mr. Chong is experienced in the field of system integration and development as a software engineer. From 2003 to 2007, Mr. Chong worked in iPower Berhad, a company engaged in system integration based in Malaysia. From March 2017 to December 2020, Mr. Chong was a director of C.I.S Integrated Sdn. Bhd., a company engaged in the provision of online home design solutions. In the past 11 years, Mr. Chong has been working relentlessly to build up the Group. In particular, he has participated in the development of NS3 and CUSTPRO, the two self-developed IT products of the Group.

Mr. Chong obtained a Bachelor’s degree of Information Technology majoring in software engineering with honours from Multimedia University in Malaysia in May 2003. Subsequently, he completed three IBM professional certification programs, which are IBM Certified Specialist DB2 and IBM Certified Database Administrator respectively in 2004 and IBM Certified System Administrator - Websphere Application Server Network Deployment in 2006.

Mr. Chong has entered into a service agreement with the Company as executive Director for a term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by either party giving to the other party not less than three months’ prior notice in writing. His appointment is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Chong is entitled to a monthly salary of HK\$40,000, which was determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to prevailing market condition and his experience, duties and responsibility with the Company.

As at the Latest Practicable Date, Mr. Chong, through Delicate Edge Limited (a company wholly-owned by him), held 98,280,000 Shares and is deemed to have interest in such Shares under the SFO, representing approximately 25.20% of the existing issued share capital of the Company. Mr. Chong and Mr. Siah Jiin Shyang, a non-executive Director and a substantial Shareholder of the Company, are parties acting in concert. Hence Mr. Chong is deemed to be interested in 196,560,000 Shares in aggregate.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chong confirms that he (i) did not hold any directorships in other public companies in the last three years prior to the Latest Practicable Date, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any other relationship with any

Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and (iv) did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the re-election of Mr. Chong as a Director, there is no other information to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Lam Pang (“**Mr. Lam**”), aged 53, was appointed as a non-executive Director on 8 March 2018.

Mr. Lam has around 30 years of extensive experience in trading between the PRC and Hong Kong, and property investment in the PRC. He founded Stars (Holdings) Limited (now known as Stars Pacific Limited), of which he has been the director and has been engaged in trading business since 1992. He was the chairman of GOME Electrical Appliances Holding Limited (now known as GOME Retail Holdings Limited), a listed company on the Main Board of the Stock Exchange (Stock Code: 0493) from December 2000 to April 2002 and an executive director from September 2000 to May 2007.

Afterwards, Mr. Lam was an executive director of 山東金泰集團股份有限公司 (Shandong Jintai Group Co., Ltd), a listed company on the Shanghai Stock Exchange (Stock Code: 600385) from July 2007 to June 2013, and a director of Blossomhill Investment Limited (formerly known as Special Fine Investment and Management Limited) from December 2013 to October 2015. From 2015 to October 2019, Mr. Lam was the general manager of 湖南富恒建設開發有限公司 (Hunan Fu Heng Construction Development Co., Ltd.), which is principally engaged in infrastructure and property development.

Mr. Lam currently serves as the consultant of 深圳市傳統文化研究會 (Shenzhen Association of Chinese Traditional Culture Studies), 中國國際經濟技術合作促進會健康科技工作委員會 (Health Science and Technology Work Committee of China Association for Promoting International Economic & Technical Cooperation) and 中國先秦史學會 (China pre-Qin History Society).

Mr. Lam graduated from Pui Ying Secondary School in late 1980s.

Mr. Lam has entered into a letter of appointment with the Company as non-executive Director for a term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by either party giving to the other party not less than three months' prior notice in writing. His appointment is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Lam is entitled to a monthly salary of HK\$30,000, which was determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to prevailing market condition and his experience, duties and responsibility with the Company.

As at the Latest Practicable Date, Mr. Lam has personal interests in 38,220,000 Shares within the meaning of Part XV of the SFO, representing 9.80% of the existing issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam confirms that he (i) did not hold any directorships in other public companies in the last three years prior to the Latest Practicable Date, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the re-election of Mr. Lam as a Director, there is no other information to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Su Chi Wen (“Mr. Su”), aged 55, was appointed as an independent non-executive Director on 19 September 2018. He is the chairman of the nomination committee and a member of the remuneration committee and audit committee.

Mr. Su has over 20 years of experience working in the IT industry. Mr. Su has been the deputy IT director of C&C Joint Printing Co., (H.K.) Ltd since January 2014 and was the project manager of C&C Joint Printing Co., (H.K.) Ltd from May 2005 to December 2013. Prior to that, Mr. Su was the executive director of High-Growth (H.K.) Limited from July 1997 to June 2000. From July 1995 to March 1997, Mr. Su was the system consultant of System Management Consultancy Ltd.

Mr. Su was the founder of Sys Solutions Limited and Sys Solutions Holdings Limited (now known as Enviro Energy International Holdings Limited), a company formerly listed on GEM (Stock Code: 8182) since February 2003 and subsequently transferred its listing from GEM to the Main Board of the Stock Exchange (Stock Code: 1102) since December 2010. From July 2000 to May 2004, he was the executive director and chief executive officer of Sys Solutions Limited and Sys Solutions Holdings Limited.

Mr. Su obtained a Bachelor’s degree of Commerce, majoring in marketing from Dalhousie University in Canada in 1995. He was awarded a certificate of digital asset management by the Advanced Printing Technology Centre (APTEC), a subsidiary of the Hong Kong Printers Association in 2005. In 2014, Mr. Su received an executive diploma in digital marketing from Hong Kong Management Association and a certificate from China Business Executives Academy Dalian.

Mr. Su has entered into a letter of appointment with the Company as independent non-executive Director for a term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by either party giving to the other party not less than three months’ prior notice in writing. His appointment is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Su is entitled to a monthly salary of HK\$11,000, which was determined by the Board with the recommendation of the Remuneration Committee of the Company with reference to prevailing market condition and his experience, duties and responsibility with the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Su confirmed that he (i) did not hold any directorships in other public companies in the last three years prior to the Latest Practicable Date, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, and (iv) did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, in relation to the re-election of Mr. Su as a Director, there is no other information to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders.

A summary of details of the proposed major amendments to the Articles of Association as a result of the adoption of the New Articles are as follows (deletions are shown by way of strikethrough and additions are highlighted with underline):

SUMMARY OF MAJOR ARTICLES AMENDMENTS

THAT the Articles of Association be and are hereby amended as follows (for reference purposes, marked up against the Articles of Association, where applicable):

- (1) By deleting the words “The Companies Law (Revised)” wherever they may appear and replacing them with the words “The Companies Act (As Revised)”.
- (2) By adding the word “Exempted” at the beginning of the words “Company Limited by Shares” wherever they may appear.
- (3) By adding the word “Second” at the beginning of the words “Amended and Restated Articles of Association” wherever they may appear.
- (4) By deleting the words “Conditionally adopted pursuant to written resolutions passed on 19 September 2018 which shall become effective from the date of listing of shares of the Company on GEM of The Stock Exchange of Hong Kong Limited on 22 October, 2018” wherever they may appear and replacing them with the words “Adopted at a general meeting held on 27 April 2023”.

Article 1

- (5) By replacing the word “Law” as appeared in Article 1 with the word “Act”.
- (6) By deleting the word “Revised” as appeared in Article 1 and replacing it with the words “as defined in Article 2”.

Article 2(1)

- (7) By adding the following definitions immediately before the definition of “Articles”:

“Act”

the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

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

(8) By deleting the definition of “business day” in its entirety.

(9) By deleting the definition of “close associate” in its entirety and replacing with the following:

“close associate” in relation to any Director, shall have the same meaning as defined in the ~~rules of the Designated Stock Exchange~~ (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 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.

AppCh.13.4(1)

(10) By adding the following definitions immediately before the definition of “head office”:

“electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.

“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.

(11) By deleting the definition of “Law” in its entirety and adding the following definitions immediately after the definition of “head office”:

“hybrid meeting” a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.

“Listing Rules” the rules and regulations of the Designated Stock Exchange.

“Meeting Location” has the meaning given to it in Article 64A.

- (12) By adding the following definitions immediately after the definition of “paid up”:

“physical meeting” a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.

“Principal Meeting Place” shall have the meaning given to it in Article 59(2).

- (13) By replacing the punctuation “;” in the definition of “special resolution” with the punctuation “.”.
- (14) By replacing the word “Law” in the definition of “Statutes” with the word “Act”.
- (15) By deleting the definition of “Subsidiary and Holding Company” in its entirety.
- (16) By replacing the words “rules of the Designated Stock Exchange” in the definition of “substantial shareholder” with the words “Listing Rules”.

Article 2(2)

- (17) By deleting Article 2(2)(e) in its entirety and replacing with the following:

“(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or ~~notice~~Notice and the Member’s election comply with all applicable Statutes, rules and regulations;”

- (18) By deleting Article 2(2)(h) in its entirety and replacing with the following:

“(h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a ~~notice~~Notice or document include a ~~notice~~Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;”

(19) By deleting Article 2(2)(i) in its entirety and replacing with the following:

“(i) Section 8 and Section 19 of the Electronic Transactions ~~Law (2003) Act~~ of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it impose obligations or requirements in addition to those set out in these Articles;”

(20) By adding the new Articles 2(2)(j) to 2(2)(n) immediately after Article 2(2)(i):

“(j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

(k) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;

(l) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

(m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.”

Article 3

(21) By deleting the words “App. 3 9” as appeared in the marginal notes of Article 3(1) in its entirety.

(22) By deleting Article 3(2) in its entirety and replacing with the following:

“(2) Subject to the ~~LawAct~~, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules and regulations of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the ~~LawAct~~. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the ~~LawAct~~.”

(23) By deleting Article 3(3) in its entirety and replacing with the following:

“(3) Subject to compliance with the Listing Rules and the rules and regulations of ~~the Designated Stock Exchange and~~ any other relevant competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

(24) By adding a new Article 3(4) immediately after Article 3(3) and the existing Article 3(4) be re-numbered as Article 3(5):

“(4) The Board may accept the surrender for no consideration of any fully paid share.

(5) No share shall be issued to bearer.”

Article 4

(25) By replacing the word “Law” as appeared in Article 4 and Article 4(d) with the word “Act”.

(26) By deleting the words “App. 3 10(1) 10(2)” as appeared in the marginal notes of Article 4(c) in its entirety.

Article 6

(27) By replacing the word “Law” as appeared in Article 6 with the word “Act”.

Article 8

(28) By deleting Article 8(1) and Article 8(2) in their entirety and replacing with the following:

“8. (⇌) Subject to the provisions of the ~~LawAct~~ and the Company’s Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.”

App-36(4)

Article 9

(29) By deleting Article 9 in its entirety and replacing with the following:

~~(2)~~ 9. Subject to the provisions of the ~~Law Act~~, the ~~rules of any Designated Stock Exchange Listing Rules~~ and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.”

Article 10

(30) By deleting Article 10 in its entirety and replacing with the following:

“10. Subject to the ~~Law Act~~ and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

- (a) the necessary quorum (~~other than including~~ at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly ~~authorized~~ authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class ~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and~~
- (b) every holder of shares of the class shall be entitled ~~on a poll~~ to one vote for every such share held by him.”

App. 3

~~6(1)~~

App. 11B2(1)15

App. 3

~~6(2)15~~**Article 12**

(31) By deleting Article 12(1) in its entirety and replacing with the following:

“12. (1) Subject to the ~~Law Act~~, these Articles, any direction that may be given by the Company in general meeting and, where applicable, ~~the rules of any Designated Stock Exchange Listing Rules~~ and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot,

grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of ~~members~~Members for any purpose whatsoever.”

Article 13

(32) By replacing the word “Law” as appeared in Article 13 with the word “Act”.

Article 15

(33) By replacing the word “Law” as appeared in Article 15 with the word “Act”.

Article 16

(34) By deleting Article 16 in its entirety and replacing with the following:

“16. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.”

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2(4)

Article 17

(35) By replacing the word “notices” as appeared in Article 17(2) with the word “Notices”.

Article 19

(36) By replacing the word “Law” as appeared in Article 19 with the word “Act”.

Article 21

- (37) By deleting the words “App.3 2(2)” as appeared in the marginal notes of Article 21 in its entirety.

Article 22

- (38) By replacing the word “member” as appeared in the second sentence of Article 22 with the word “Member”.
- (39) By deleting the word “App. 3 1(2)” as appeared in the marginal notes of Article 22 in its entirety.

Article 23

- (40) By replacing the word “notice” as appeared in Article 23 with the word “Notice”.

Article 25

- (41) By replacing the word “notice” as appeared in Article 25 with the word “Notice”.

Article 33

- (42) By deleting the words “App. 3 3(1)” as appeared in the marginal notes of Article 33 in its entirety.

Article 35

- (43) By replacing the word “notice” as appeared in Article 35 with the word “Notice”.

Article 44

- (44) By deleting Article 44 in its entirety and replacing with the following:

“44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the ~~Law Act~~ or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in ~~an appointed newspaper or any other~~ newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or

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3629d

in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.”

Article 45

- (45) By replacing the words “rules of any Designated Stock Exchange” as appeared in Article 45 with the words “Listing Rules”.
- (46) By deleting the words “and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made” as appeared in Article 45(a).
- (47) By replacing the word “notice” as appeared in Article 45(b) with the word “Notice”.

Article 46

- (48) By deleting Article 46 in its entirety and replacing with the following:

“46. (1) Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.”

Article 48

- (49) By deleting the words “App.3 1(2) 1(3)” as appeared in the marginal notes of Article 48(1) in its entirety.
- (50) By replacing the word “Law” as appeared in Article 48(4) with the word “Act”.

Article 49

- (51) By deleting the words “App. 3 1(1)” as appeared in the marginal notes of Article 49(a) in its entirety.
- (52) By replacing the word “Law” as appeared in Article 49(c) with the word “Act”.

Article 51

- (53) By deleting Article 51 in its entirety and replacing with the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.”

Article 55

- (54) By deleting the words “App. 3 13(1)” as appeared in the marginal notes of Article 55(1) in its entirety.
- (55) By deleting the words “App. 3 13(2)(a) 13(2)(b)” as appeared in the marginal notes of Article 55(2) in its entirety.
- (56) By deleting Article 55(2)(c) in its entirety and replacing with the following:

“(c) the Company, if so required by the ~~rules governing the listing of shares on the Designated Stock Exchange~~ Listing Rules, has given notice of its intention to sell such shares to, and caused advertisement ~~both in newspapers~~ daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.”

Article 56

(57) By deleting Article 56 in its entirety and replacing with the following:

“56. An annual general meeting of the Company shall be held ~~in~~for each year other than the financial year of the Company’s adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding and such annual general meeting or not more than eighteen months after the date of adoption of these Articles, the Company’s financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board Listing Rules, if any).”

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18
3(2)
4(21)

Article 57

(58) By deleting Article 57 in its entirety and replacing with the following:

“57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. ~~General~~All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board: in its absolute discretion.”

58. ~~The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company~~

Article 58

(59) By deleting Article 58 in its entirety and replacing with the following:

“58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2)

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14(5)

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

Article 59

(60) By deleting Article 59 in its entirety and replacing with the following:

“59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the ~~rules of the Designated Stock Exchange Listing Rules~~, a general meeting may be called by shorter notice, subject to the ~~Law~~Act, if it is so agreed:

App. 11B
3(1)14(2)

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.

(2) The ~~notice~~Notice shall specify (a) the time and ~~place~~date of the 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 Article 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 or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting ~~and, in case of special business, the general nature of the business~~. The ~~notice~~Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such ~~notices~~Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.”

App. 11B
3(1)

Article 61

- (61) By replacing the word “Law” as appeared in Article 61(1)(d) with the word “Act”, and by adding the word “and” at the end of Article 61(1)(d).
- (62) By replacing the punctuation ";" as appeared in Article 61(1)(e) with the punctuation ".", and by deleting Article 61(1)(f) and Article 61(1)(g) in its entirety.
- (63) By deleting Article 61(2) in its entirety and replacing with the following:

“(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or ~~(in the case of a Member being a corporation) by its duly~~ for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.”

Article 62

- (64) By deleting Article 62 in its entirety and replacing with the following:

“62. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place-as(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.”

Article 63

- (65) By deleting the words “(in the case of a Member being a corporation) by its duly authorised representative or” as appeared in Article 63 in its entirety.
- (66) By re-numbering existing Article 63 with Article 63(1) and adding the following Article 63(2) immediately thereafter:

“(2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(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.”

Article 64

(67) By deleting Article 64 in its entirety and replacing with the following:

“64. ~~The~~ Subject to Article 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ ~~notice~~ Notice of the adjourned meeting shall be given specifying the ~~time and place of the adjourned meeting~~ details set out in Article 59(2) but it shall not be necessary to specify in such ~~notice~~ Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give ~~notice~~ Notice of an adjournment.”

Article 64A-64G

(68) By adding Articles 64A to 64G immediately after Article 64:

“64A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:

(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations

and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

64B. 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.

64C. If it appears to the chairman of the general meeting that:

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

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

64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the

electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 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 Articles not less than 48 hours before the time of the postponed meeting; and
- (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.

64F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 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.

64G. Without prejudice to other provisions in Article 64, 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."

Article 66

(69) By deleting Article 66(1) in its entirety and replacing with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.”

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(70) By replacing the word “Where” as appeared at the beginning of Article 66(2) with the words “In the case of a physical meeting where”.

(71) By deleting the words “or in the case of a Member being a corporation by its duly authorised representative” as appeared in Article 66 and Article 66(2) in its entirety.

Article 67

(72) By replacing the words “rules of the Designated Stock Exchange” as appeared in Article 67 with the words “Listing Rules”.

Article 70

(73) By replacing the word “Law” as appeared in Article 70 with the word “Act”.

Article 72

(74) By adding the words “or postponed meeting,” immediately before the words “as the case may be” as appeared at the end of Article 72(1).

- (75) By adding the words “meeting or postponed” immediately after the words “the holding of the meeting or adjourned” as appeared in Article 72(2).

Article 73

- (76) By deleting Article 73(2) in its entirety and replacing with the following:

“(2) All members 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.

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(3) Where the Company has knowledge that any Member is, under the ~~rules of the Designated Stock Exchange~~ Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

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14(4)

Article 74

- (77) By adding the words “meeting or postponed” immediately after the word “adjourned” as appeared in Article 74.

Article 75

- (78) By replacing the words “App. 11B 2(2)” as appeared in the marginal notes of Article 75 in its entirety and replacing it with the words “App. 3 18” and “App. 3 19”.

Article 76

- (79) By replacing the words “App. 3 11(2)” as appeared in the marginal notes of Article 76 in its entirety and replacing it with the words “App. 3 18”.

Article 77

- (80) By deleting Article 77 in its entirety and replacing with the following:

“77. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without

limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

- (2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the ~~notice~~Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

Article 78

- (81) By deleting Article 78 in its entirety and replacing with the following:

“78. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the ~~notice~~Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been

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44(4)

received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.”

Article 79

- (82) By replacing the word “notice” with the word “Notice”, and adding the words “meeting or postponed” immediately after the words “the commencement of the meeting or adjourned” as appeared in Article 79.

Article 81

- (83) By replacing the words “App. 11B 2(2)” as appeared in the marginal notes of Article 81(1) in its entirety and replacing it with the words “App. 3 18”.
- (84) By deleting Article 81(2) in its entirety and replacing with the following:

“(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and to vote and, where a show of hands is allowed, the right to vote individually on a show of hands.”

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Article 82

- (85) By replacing the word “notice” as appeared in Article 82 with the word “Notice”.

Article 83

- (86) By replacing the word “Law” as appeared in Article 83(2) with the word “Act”, and deleting the words “App. 3 4(2)” as appeared in the marginal notes of Article 83(2) in its entirety.
- (87) By deleting Article 83(3) in its entirety and replacing with the following:

“(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed ~~by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re election at such meeting and any Director appointed by the Board as an~~

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4(2)

~~addition to the existing Board shall hold office only until the next following first annual general meeting of the Company after his appointment and shall then be eligible for re-election.~~

(88) By replacing the word “notice” as appeared in Article 83(4) with the word “Notice”.

(89) By deleting Article 83(5) in its entirety and replacing with the following:

“(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director ~~(including a managing or other executive Director)~~ at any time before the expiration of his ~~period~~ term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

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(90) By adding the word “of” immediately after the words “ordinary resolution” as appeared in Article 83(6).

Article 84

(91) By deleting Article 84(1) in its entirety and replacing with the following:

“84. (1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.”

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B.2.2

Article 85

(92) By deleting Article 85 in its entirety and replacing with the following:

“85. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that ~~the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of such Notices must be lodged with the Company at least fourteen (14) days prior to the date of the general meeting appointed for such of election) the period for lodgment of such Notice(s) shall commence on but no earlier than~~ the day after ~~the~~ despatch of the ~~notice~~ Notice of the general meeting appointed for such election ~~and end no later than seven (7) days prior to the date of such general meeting.”~~

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Article 90

(93) By replacing the word “Law” as appeared in Article 90 with the word “Act”.

Article 96

(94) By deleting the words “App. 11B 5(4)” as appeared in the marginal notes of Article 96 in its entirety.

Article 98

(95) By replacing the word “Law” as appeared in Article 98 with the word “Act”.

Article 99

(96) By deleting the words “App. 11B 5(3)” as appeared in the marginal notes of Article 99 in its entirety.

Article 100

(97) By deleting Article 100(1) in its entirety and replacing with the following:

“100. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

~~AppCh.13.4(b)~~

- (i) ~~any contract or arrangement for~~ the giving of any security or indemnity either:-
 - (a) to ~~such~~the Director or his close associate(s) ~~any security or indemnity~~ in respect of money lent ~~by him or any of his close associate(s)~~ or obligations incurred or undertaken by him or any of ~~his close associate(s)~~them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) ~~(ii) any contract or arrangement for the giving of any security or indemnity~~ to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close 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;
 - (iii) ~~any contract or arrangement~~proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or

purchase; where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

~~(iv) any contract or arrangement in which the Director or his close 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; or~~

(~~iv~~iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme, under which the Director or his close associate(s) may benefit; or

(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or the Director, his close associate(s) and to employees/employee(s) of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally accorded to the class of persons to which such scheme or fund relates;

(iv) any contract or arrangement in which the Director or his close 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."

Article 101

(98) By replacing the word "Law" as appeared in Article 101(3)(c) with the word "Act".

(99) By deleting the words "App. 11B 5(2)" as appeared in the marginal notes of Article 101(4) in its entirety.

Article 107

(100) By replacing the word "Law" as appeared in Article 107 with the word "Act".

Article 110

(101) By replacing the word "Law" as appeared in Article 110(2) with the word "Act".

Article 111

(102) By adding the words “or postpone” immediately after the word “adjourn” as appeared in Article 111.

Article 112

(103) By deleting Article 112 in its entirety and replacing with the following:

“112. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or ~~via~~ by electronic mail 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 by telephone or in such other manner as the Board may from time to time determine ~~whenever he shall be required so to do by any Director.~~”

Article 113

(104) By adding the words “, electronic” immediately after the words “by means of a conference telephone” as appeared in Article 113(2).

Article 119

(105) By adding the following sentence immediately after the first sentence as appeared in Article 119:

“A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.”

Article 124

(106) By replacing the word “Law” as appeared in Article 124(1) with the word “Act”.

Article 125

(107) By replacing the word “Law” as appeared in Article 125(2) with the word “Act”.

Article 127

(108) By replacing the word “Law” as appeared in Article 127 with the word “Act”.

Article 128

(109) By replacing the words “Law” as appeared in Article 128 with the word “Act”.

Article 130

(110) By deleting the words “App. 3 2(1)” as appeared in the marginal notes of Article 130(1) in its entirety.

Article 132

(111) By adding the punctuation “,” before and after the word “variation” as appeared in Article 132(1)(b).

Article 133

(112) By replacing the word “Law” as appeared in Article 133 with the word “Act”.

Article 134

(113) By replacing the word “Law” as appeared in Article 134 with the word “Act”.

Article 135

(114) By deleting the words “App. 3 3(1)” as appeared in the marginal notes of Article 135(a) in its entirety.

Article 140

(115) By deleting the words “App. 3 3(2)” as appeared in the marginal notes of Article 140 in its entirety.

Article 143

(116) By replacing the words “Law” as appeared in Article 143(1) with the word “Act”.

Article 144

(117) By re-numbering the existing Article 144 as Article 144(1) and adding the following Article 144(2) immediately thereafter:

“(2) Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates

(meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.”

Article 146

(118) By replacing the word “Law” as appeared in Article 146 with the word “Act”.

Article 147

(119) By replacing the word “Law” as appeared in Article 147 with the word “Act”, and deleting the words “App. 11B 4(1)” as appeared in the marginal notes of Article 147 in its entirety.

Article 149

(120) By deleting the words “App. 3 5 App. 11B 3(3) 4(2)” as appeared in the marginal notes of Article 149 in its entirety.

Article 150

(121) By replacing the words “rules of the Designated Stock Exchange” as appeared in Article 150 with the words “Listing Rules”.

Article 151

(122) By replacing the words “rules of the Designated Stock Exchange” as appeared in Article 151 with the words “Listing Rules”.

Article 152

(123) By deleting Article 152 in its entirety and replacing with the following:

“152. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

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- (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor 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.

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Article 153

- (124) By replacing the word “Law” as appeared in Article 153 with the word “Act”, and deleting the words “App. 11B 4(2)” as appeared in the marginal notes of Article 153 in its entirety.

Article 154

- (125) By deleting Article 154 in its entirety and replacing with the following:

“154. The remuneration of the Auditor shall be fixed by an ordinary resolution passed at a general meeting or in such manner as the Members may by ordinary resolution determine.”

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Article 155

- (126) By deleting Article 155 in its entirety and replacing with the following:

“155. ~~If~~The Directors may fill any casual vacancy in the office of ~~auditor becomes vacant by the resignation or death of the~~Auditor but while any such vacancy continues the surviving or continuing Auditor, or Auditors, if any, may act. The remuneration of any Auditor appointed by ~~his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the~~the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration ~~of~~to be determined by the ~~Auditor so appointed~~Members under Article 154.”

Article 158

- (127) By deleting Article 158 in its entirety and replacing with the following:

“158. (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the ~~rules of the Designated Stock Exchange Listing Rules~~), whether or not, to be given or issued under these Articles from the Company ~~to a Member~~ shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be ~~serve~~given or ~~delivered~~issued by the Company ~~on or to any Member~~ either following means:

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- (a) by serving it personally ~~or on the relevant person~~;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose ~~or, as the case may be, by transmitting~~;
- (c) by delivering or leaving it to ~~any~~ such address ~~or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by~~ as aforesaid;
- (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange ~~or, to the extent permitted by the applicable laws, by placing~~;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(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;
- (f) by publishing it on the Company's website ~~or to which the website of the Designated Stock Exchange~~, 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 ~~the member a notice~~ any such person stating that the notice ~~or other~~ document or publication is available ~~thereon~~ the Company's computer network website (a "notice of availability"); or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) The notice of availability may be given ~~to the Member~~ by any of the means set out above other than by posting it on a website.
- (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 notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

- (4) 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.
- (5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
- (6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.”

Article 159

(128) By deleting Articles 159(c) to 159(d) in its entirety and replacing with the following:

- “(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;
- (d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- ~~(d)(e) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulation)~~ if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.”

Article 160

(129) By replacing the word “Notice” as appeared in Article 160(2) with the word “notice”.

(130) By replacing the word “notice” as appeared in Article 160(3) with the word “Notice”.

Article 161

(131) By adding the following sentence immediately after the last sentence of existing Article 161:

“The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.”

Article 162

(132) By deleting Article 162 in its entirety and replacing with the following:

“162. (1) ~~The~~Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

~~(2) A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.~~

(2) Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.”

App.3
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Article 163

(133) By deleting Article 163(1) in its entirety and replacing with the following:

“163. (1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and the assets available for distribution amongst ~~the~~ Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed pari passu amongst such ~~members~~Members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.”

(134) By replacing the word “Law” as appeared in Article 163(2) with the word “Act”.

(135) By deleting Article 163(3) in its entirety.

Article 164

(136) By deleting Article 164(1) in its entirety and replacing with the following:

“164. (1) The Directors, Secretary and other officers and every Auditor ~~for the time being~~ of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) ~~for the time being~~ acting or who have acted in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.”

New Article 165

(137) By adding the following new Article 165 and the existing Article 165 be re-numbered as Article 166:

“FINANCIAL YEAR

165. Unless otherwise determined by the Directors, the financial year of the Company shall end on the 30th day of November in each year.”

Revised Article 166 (original Article 165)

(138) By replacing the words “App. 11B 1” as appeared in the marginal notes of the original Article 165 in its entirety with the words “App. 3 16”.

Revised Article 167 (original Article 166)

(139) By replacing the words “members of the Company” as appeared in the original Article 166 with the word “Members”.

NOTICE OF ANNUAL GENERAL MEETING

MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Mindtell Technology Limited (the “Company”) will be held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 27 April 2023 at 12:00 noon to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of directors (the “**Directors**”) and independent joint auditors of the Company and its subsidiaries for the year ended 30 November 2022;
2. (a) to re-elect the following retiring Directors:
 - (i) Mr. Chong Yee Ping as an executive Director;
 - (ii) Mr. Lam Pang as a non-executive Director; and
 - (iii) Mr. Su Chi Wen as an independent non-executive Director;
- (b) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint Mazars CPA Limited as the independent auditors of the Company and to authorise the Board to fix their remuneration.
4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, options, warrants, or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed the aggregate of 20% of the total number of Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Act, or any other applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued Shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act or any

NOTICE OF ANNUAL GENERAL MEETING

other applicable laws of the Cayman Islands, and the Code on Share Buy-backs issued by the Commission and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved and authorised;

- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution 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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Act or any other applicable laws of the Cayman Islands; and
 - (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”
6. **“THAT** conditional upon the passing of resolution nos. 4 and 5 set out above being passed, the general mandate granted to the Directors pursuant to resolution no. 4 set out above be and is hereby extended by the addition thereto of the number of Shares representing the aggregate number of Shares repurchased under the authority granted pursuant to Resolution no. 5 set out in the above, provided that such number of shares shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated articles of association of the Company (the **“Existing Articles of Association”**), the details of which are set out in Appendix III to the circular of the Company dated 2 March 2023, be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the second amended and restated articles of association of the Company (the “**New Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles of Association with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
Mindtell Technology Limited
Chong Yee Ping
Chairman

Hong Kong, 2 March 2023

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit 1802, 18/F
Ruttonjee House, Ruttonjee Centre
11 Duddell Street, Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged at the office of the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the AGM or any adjournment thereof should they so wish and, in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

5. For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 April 2023 to Thursday, 27 April 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 21 April 2023.
6. To minimise the risks of infection of COVID-19, the Company will take precautionary measures at the AGM, including:
 - prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM; and
 - no refreshments will be served at the AGM.
7. The Chairman of the meeting has the authority to adjourn the AGM if at any time during the AGM, the Chairman determines that the proceedings of the AGM contravene any laws or regulations, including but not limited to the regulations under the Prevention and Control of Disease Ordinance (Chapter 599 of the Laws of Hong Kong) which are subject to amendment by the Hong Kong Government from time to time. Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the AGM arrangements with short notice. Shareholders should check for future announcements and updates on the AGM arrangements.
8. As at the date of this notice, the executive Directors are Mr. Chong Yee Ping and Mr. Liu Yan Chee James; the non-executive Directors are Mr. Siah Jiin Shyang and Mr. Lam Pang; and the independent non-executive Directors are Mr. Chan San Ping, Ms. Ho Suet Man Stella and Mr. Su Chi Wen.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.mindtellttech.com and on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.