THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Bonjour Holdings Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank manager, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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卓悅控股有限公司
BONJOUR Holdings Limited
Hong Kong Stock Code 653

Bonjour Holdings Limited
卓悅控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 653)

GENERAL MANDATES TO REPURCHASE SHARES, ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company (the "**AGM**") to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 28 November 2025 at 1 p.m. set out on pages 44 to 48 of this circular. A form of proxy for use at the AGM is enclosed. If you do not intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. 1 p.m. on Wednesday, 26 November 2025 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

31 October 2025

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

"AGM"	the annual general meeting of the Company to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 28 November 2025 at 1 p.m.;
"Amended and Restated Articles of Association"	the further amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, which are proposed to be adopted by the Company at the AGM;
"Articles" or "Articles of Association"	the existing amended and restated memorandum and articles of association of the Company (as amended and/or restated from time to time);
"Authorised Capital"	the authorised share capital of the Company;
"Board"	the board of Director(s);
"Chairman"	the chairman of the Board;
''Companies Act'' or ''Act''	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
"Company"	Bonjour Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
"Director(s)"	director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Issue Mandate"	the proposed issue mandate to be granted to the Directors to allot, issue and deal with additional Shares and/or sell or transfer treasury shares (if any) not exceeding 20% of the issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving the issue mandate;
"Latest Practicable Date"	23 October 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
"Nomination Committee"	the nomination committee of the Company;
"PRC"	the People's Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;
"Proposed Amendments"	the proposed amendments to the Articles as set out in Appendix II to this circular, which are proposed to be adopted by the Company at the AGM;
"Repurchase Mandate"	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase fully paid Shares up to a maximum of 10% of the issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving the repurchase mandate;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time;
"treasury shares"	has the meaning ascribed thereto under the Listing Rules and as amended from time to time; and
"%"	per cent.

卓悦控股有限公司
BONJOUR Holdings Limited
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Bonjour Holdings Limited
卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

Executive Directors:
Mr. Chen Jianwen *(Chairman)*
Dr. Chiu Lai Kuen, Susanna

Independent Non-executive Directors:
Mr. Lee Kwun Kwan
Mr. Kwok Chi Shing
Mr. Yan Sherman Chuek-ning

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

Principal Place of Business in Hong Kong:
12/F., Bonjour Tower
No. 36-50 Wang Wo Tsai Street
Tsuen Wan, Hong Kong

31 October 2025

To the Shareholders,

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE SHARES, ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to approve (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; (v) the Proposed Amendments to the Articles of Association; and to give you notice of the AGM.

An explanatory statement containing all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the 2023 annual general meeting of the Company held on 26 June 2024 at 11:30 a.m., an ordinary resolution was passed by the Shareholders to grant the existing repurchase mandate to the Directors.

The existing repurchase mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh 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 issued shares of the Company (excluding treasury shares, if any) as at the date of passing of such resolution. Based on 1,680,306,637 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 repurchase up to a total of 168,030,663 Shares if the fresh Repurchase Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any 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.

3. GENERAL MANDATE TO ISSUE SHARES

At the 2023 annual general meeting of the Company held on 26 June 2024 at 11:30 a.m., an ordinary resolution was passed by the Shareholders to grant the existing issue mandate to the Directors.

The existing issue mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate, 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 of the Company issued as scrip dividends and/or sell or transfer treasury shares (if any) pursuant to the Articles of Association, additional Shares with an amount not exceeding 20% of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing of such resolution. Based on 1,680,306,637 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 for up to a total of 336,061,327 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any 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.

4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the resolutions to grant 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 shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the issued shares of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed the amount of shares of the Company purchased pursuant to the Repurchase Mandate on the date of passing the resolution for approving the Issue Mandate.

5. RE-ELECTION OF RETIRING DIRECTORS

In relation to ordinary resolution number 2 set out in the notice of the AGM regarding the re-election of retiring Directors, Dr. Chiu Lai Kuen, Susanna and Mr. Lee Kwun Kwan shall retire as the Directors by rotation at the AGM pursuant to article 108 of the Articles of Association, and, being eligible, will offer themselves for re-election.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

(a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and

(b) assessing the independence of Mr. Lee Kwun Kwan as an independent non-executive Director, and considered whether he remained independent and suitable to continue to act in such role.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

(a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and

(b) based on the information available to the Nomination Committee and the annual written independence confirmation received from Mr. Lee Kwun Kwan, the Nomination Committee was satisfied that Mr. Lee Kwun Kwan:

    i. fulfill the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and

    ii. is the person of integrity and independent in character and judgement.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Dr. Chiu Lai Kuen, Susanna as an executive Director and Mr. Lee Kwun Kwan as an independent non-executive Director, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the AGM.

Particulars relating to each of Dr. Chiu Lai Kuen, Susanna and Mr. Lee Kwun Kwan are set out below for the Shareholders' consideration.

Dr. Chiu Lai Kuen, Susanna ("**Dr. Chiu**"), aged 65, is an executive director. Dr. Chiu was appointed as an executive director on 31 December 2020. She is currently the Chief Financial Officer of the Company. Dr Chiu has extensive experience in accounting, business management and operations. Dr Chiu graduated with a first-class honours bachelor's degree in economics from the University of Sheffield in the United Kingdom and obtained an Executive Master of Business Administration from The Chinese University of Hong Kong. Subsequently, she received an honorary doctorate from the University of Sheffield. Dr Chiu is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Institute of Chartered Accountants of England and Wales, a certified information systems auditor and a member of the Chinese Institute of the Certified Public Accountants.

She was the president of the Information Systems Audit and Control Association (China Hong Kong Chapter) from 2001 to 2006, and the president of the Hong Kong Institute of Certified Public Accountants in 2013. Dr Chiu is currently an independent non-executive Director of China Oilfield Services Limited (stock code: 2883), China Science and Education Industry Group Limited (stock code: 1756) and Shenwan Hongyuan (H.K.) Limited (stock code: 0218). Dr Chiu is also an independent non-executive director of Nanyang Commercial Bank Limited. She was the independent non-executive director of Huijing Holdings Company Limited (Stock code: 9968) from 11 December 2019 to 6 July 2023.

From 2006 to 2019, she served as a senior vice president, Group Chief Representative (Eastern China) and consultant in various member companies of the Li & Fung Group. Dr Chiu was awarded the Medal of Honor by the Government of the HKSAR in 2013 and was appointed Justice of the Peace in 2017. Dr Chiu received numerous titles including the "Outstanding Women Professionals" Award in 2014, the "Outstanding Business Woman" in 2017 and the "GBA Outstanding Women Entrepreneur" Award in 2021. She is a member of the Shanghai Municipal Committee of the Chinese People's Political Consultative Conference (CPPCC), and Hong Kong Accounting Advisory Expert of the Ministry of Finance of the People's Republic of China.

As at the Latest Practicable Date, Dr. Chiu is interested in 200,000 Shares within the meaning of Part XV of the SFO, which is equivalent to approximately 0.01% of the total issued Shares.

Dr. Chiu has entered into a service agreement with the Company for a term of three years commencing from 31 December 2023 and will be renewed unless and until terminated by either party serving not less than 30 days' written notice. Dr. Chiu is entitled to receive a salary of HK$1,200,000 per annum as remuneration for her directorship in the Company. Such fee is determined by reference to the Company's remuneration policy and is subject to review by the remuneration committee of the Company from time to time. Dr. Chiu is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Dr. Chiu (i) has not held any directorship in other listed companies in the past three years; (ii) has not held any positions in the Company or any of its subsidiaries; (iii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iv) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Dr. Chiu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lee Kwun Kwan ("Mr. Lee"), aged 63, was appointed as an independent non-executive Director on 31 August 2020. Mr. Lee is the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Lee is a veteran in the insurance industry of Hong Kong. Mr. Lee obtained a Bachelor of Arts degree in the University of Hong Kong in 1986 and Master of Business Administration degree in Lingnan University in 2003. Mr. Lee had been appointed from 2005 to 2006, as the President of the General Agents and Managers Association of Hong Kong Limited; from 2007 to 2011, as a member of Insurance Training Board of Vocational Training Council; from 2011 to 2014, as the Founder and First Convener for the Insurance and Financial Practitioners Alliance; from 2012 to 2016, as a member for the Insurance Advisory Committee in the Financial Services and the Treasury Bureau of the Hong Kong Government; and from 2014 to 2019, as the Vice President of The Life Underwriters Association of Hong Kong Limited.

Mr. Lee is also a committee member of Insurance Management Committee of The Hong Kong Management Association since 2007, the President of the International Asset Planner Association since 2011, the Vice President of Asset Management Committee, CEPA Business Opportunities Development Alliance since September 2014, and the Deputy Convener in the Insurance Industry Regulatory & Development Concern Group since August 2019 and convener from 2022 to 2024.

He has been the independent non-executive director in Sinofortune Financial Holdings Limited (stock code: 08123) since May 2023.

Mr. Lee has entered into a service agreement with the Company for a term of one year commencing from 31 August 2024 and will be renewed unless and until terminated by either party serving not less than 30 days' written notice. Mr. Lee is entitled to receive a director's fee of HK$217,800 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company's remuneration policy and subject to review by the remuneration committee of the Company from time to time. Mr. Lee is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee (i) has not held any directorship in other listed companies in the past three years; (ii) has not held any positions in the Company or any of its subsidiaries; (iii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iv) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Lee that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

6. PROPOSED AMENDMENTS TO THE ARTICLES AND THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 October 2025. The Board proposes to seek approval from the Shareholders at the AGM for amendments to the Articles of Association, the key provisions of which are summarised as follows:

1. **Enhancements to General Meeting Provisions:** Recognition of hybrid and electronic meetings, with rules governing electronic participation and ensuring proper conduct of meetings and voting in line with the core shareholder protection standards as set out in Appendix A1 to the Listing Rules.

2. **Facilitation of Electronic Instructions from Shareholders:** Provisions enabling Shareholders to send meeting instructions, such as proxy-related instructions, electronically to the Company.

3. **Facilitation of Electronic Communication:** Provisions enabling any notice or document of the Company to be given or issued by means of electronic communication or publication on the websites of the Company or the Stock Exchange, subject to applicable regulations. Provisions were also made for electronic voting and communication during meetings.

4. **Treasury Shares:** Expressly allowing the Company to repurchase, redeem, or hold shares as treasury shares or otherwise deal with treasury shares in accordance with the applicable laws of the Cayman Islands and the Listing Rules, providing greater flexibility in managing share capital.

5. **Housekeeping Amendments:** Necessary and consequential updates to align the Articles with the applicable laws of the Cayman Islands, the Listing Rules, and international best practices, including improved wording and structure for better clarity and consistency.

Details of the proposed amendments are set out in Appendix II to this circular.

The adoption of the Amended and Restated Articles of Association is subject to the approval of the Shareholders by way of special resolution at the AGM. The proposed amendments to the Articles are subject to the approval of the Shareholders by way of special resolution at the AGM. Details of the Proposed Amendments are set out in Appendix II to this circular.

The legal advisers of the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments to the Articles for a Cayman Islands company with shares listed on the Main Board of the Stock Exchange.

7. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 44 to 48 of this circular. At the AGM, resolutions will be proposed to approve, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; and (v) the Proposed Amendments to the Articles of Association.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). 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 branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 (i.e. 1 p.m. on Wednesday, 26 November 2025 (Hong Kong Time)) or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM if so wished.

8. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hand. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. No Shareholders are required to abstain from voting at the AGM.

9. RECOMMENDATION

The Directors believe that the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate to the Directors, the re-election of the retiring Directors, the Proposed Amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
Bonjour Holdings Limited
Chen Jianwen
Chairman and Executive Director

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 1,680,306,637 Shares. Subject to the passing of the ordinary resolution approving 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 168,030,663 Shares (being 10% of the Shares in issue) during the period up to (i) 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 or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

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

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets of the Company and/or earnings per Share.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as treasury shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

3. FUNDING OF REPURCHASES

Repurchasing Shares must be made of the funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and Hong Kong. The Companies Act provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 30 June 2025, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed Share repurchases were to be carried out in full during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the repurchase proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

6. CONFIRMATION OF THE DIRECTORS

The Directors have confirmed that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles of Association.

7. EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, 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, 900,389,172 Shares are held by Mr. Chen Jianwen, which is approximately 53.59% of the issued Shares.

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the Repurchase Mandate, the interests of Mr. Chen Jianwen in the Company would be increased to approximately 59.54% of the issued Shares (excluding treasury shares, if any). Such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued shares of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

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

Months	Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
October	0.210	0.147
November	0.208	0.149
December	0.204	0.165
2025		
January	0.710	0.155
February	0.177	0.148
March	0.150	0.115
April	0.119	0.090
May	0.133	0.094
June	0.122	0.096
July	0.113	0.099
August	0.159	0.083
September	0.130	0.069
October (up to the Latest Practicable Date)	0.080	0.060

The following are the changes to the existing Articles as introduced by the Amended and Restated Articles of Association. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and numbers of the Amended and Restated Articles of Association:

Article No.		Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
Memorandum of Association		
5.1		it shall have the power ~~to apply~~, subject to the ~~Registrar of~~ Companies Act (as revised) of the Cayman Islands and with the approval of a special resolution, to be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be de-registered in the Cayman Islands with full power to carry out all or any matters required by ~~section 226 of~~ the Companies Act (~~Revised~~ as revised) of the Cayman Islands or any statutory modifications or re-enactments thereof; and
Articles of Association		
1(b)	"Chairman"	~~means, except where the context otherwise requires, the chairman presiding at any meeting of Shareholders or of the Board~~ has the meaning given to it in Article 132;
	"clearing house"	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction, including, in the case of the Company, the Hong Kong Securities Clearing Company Limited.
	"electronic"	means relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act;
	"electronic communication"	means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;
	"electronic means"	include sending or otherwise making available to the intended recipients of the communication an electronic communication;

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)	
	"electronic meeting"	means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;
	"electronic signature"	means an electronic symbol or process attached to or legally associated with an electronic communication and executed or adapted by a person with the intent to sign the electronic communication;
	"Electronic Transactions Act"	means the Electronic Transactions Act (Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
	"hybrid meeting"	means a general meeting convened for the (i) physical attendance by Shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations, and (ii) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;
	"Meeting Location(s)"	has the meaning given to it in Article 71A;
	"Newspapers"	means at least one English language daily newspaper and (unless unavailable) at least one Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant ~~territory~~ Territory;
	"Ordinary Resolution"	~~Means~~ means a resolution as described in Article 1(e) of these Articles;
	"physical meeting"	means a general meeting held and conducted by physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)	
	"place"	for the purpose of these Articles, shall be taken to include an electronic and virtual platform;
	"Principal Meeting Place"	shall have the meaning given to it in Article 65;
	"Secretary"	means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary, and where two or more persons are appointed to act as joint secretaries, any one of those persons;
	"Treasury Share(s)"	means Share(s) repurchased or acquired by the Company and held by the Company as treasury share(s); and
	"Vice Chairman"	has the meaning given to it in Article 132.
1.(c)(iv)	any requirements as to delivery under these Articles include delivery in the form of an electronic record (as defined in the Electronic Transactions Act);	
1.(c)(v)	sections 8 and 19 of the Electronic Transactions Act shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;	
1.(c)(vi)	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 form, substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Shareholder's election comply with all applicable Statutes, rules and regulations;	

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
1.(c)(vii)	a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Shareholder 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 all other applicable laws, rules and regulations and these Articles, and the terms "attend", "participate", "attending", "participating", "attendance" and "participation" shall be construed accordingly;
1.(c)(viii)	references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to raise questions, make statements, speak or communicate, vote, be represented by a proxy, at a physical meeting, an electronic meeting or a hybrid meeting, and have access in hard copy or electronic form to all documents which are required by the Statutes and all other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
1.(c)(ix)	references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
1.(c)(x)	references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
1.(c)(xi)	references in these Articles to notices and proxies will apply mutatis mutandis to electronic notices and electronic proxies provided always that said electronic notices and electronic proxies shall be designed, restricted and limited to their respective use in accordance with these Articles for notices or proxies as may be relevant;
1.(c)(xii)	where a Shareholder is a corporation, any reference in these Articles to a Shareholder shall, where the context requires, refer to a duly authorised representative of such Shareholder; and

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
1.(c)(xiii)	references to any statute or statutory provision are to be construed as relating to any statutory modification or re-enactment thereof for the time being in force.
1.(d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of Shareholders representing not less than three quarters (3/4) of the ~~total voting rights of~~ votes cast by such Shareholders as, being entitled so to do, vote in person or, by proxy, or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives, at a general meeting of which ~~not less than 21 days'~~ notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. ~~However, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.~~
1.(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or, ~~where proxies are allowed,~~ by proxy or, in the case of ~~any Shareholder being a corporation~~ Shareholders which are corporations, by ~~its~~ their respective duly authorised ~~representative~~ representatives at a general meeting held in accordance with these Articles and of which ~~not less than 14 days'~~ notice has been duly given
1.(f)	A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all Shareholders for the time being entitled to receive notice of and to attend, speak and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as an Ordinary Resolution duly passed at a general meeting of the Company duly convened and held and, where relevant as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last person to sign, and where the resolution states a date as being the date of his signature thereof by any Shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, and signed by one or more relevant Shareholders.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
5.(a)	If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with either with the consent in writing of the Shareholders together holding not less than ¾ of the voting rights of issued Shares of that class (other than the Company in respect of the Treasury Shares) or 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 the provisions of these Articles relating to general meetings shall, mutatis mutandis, apply, but so that the necessary quorum shall be not less than two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy holding or representing not less than one-third ~~in nominal value~~ of the voting rights of issued Shares of that class.
11.(b)	Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of Shares or other securities of the Company, to make, or make available, and may ~~not~~ resolve not to make, or make available, any such offer, option or Shares or other securities to Shareholders or others with registered addresses in any jurisdiction outside of the Relevant Territory, or in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable, or the existence or extent of the requirement for such registration statement or special formalities might be expensive (whether in absolute terms or in relation to the rights of the Shareholder(s) who may be affected) or time consuming to determine. The Board shall be entitled to make such arrangements to deal with fractional entitlements arising on an offer of any unissued Shares or other securities as it thinks fit, including the aggregation and the sale thereof for the benefit of the Company. Shareholders who may be affected as a result of any of the matters referred to in this paragraph (b) shall not be, and shall be deemed not to be, a separate class of Shareholders for any purposes whatsoever.
14.	The Company may by Special Resolution reduce its share capital~~, share premium account, or undistributable~~ or capital redemption reserve in any manner authorised, and subject to any conditions prescribed by law.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
~~15.(b)(ii)~~	~~[Reserved];~~
~~15.(c)(i)~~	~~[Reserved];~~
~~15.(c)(ii)~~	~~[Reserved];~~
15.(c)	Shares repurchased or acquired by the Company may be cancelled, or (subject to the Listing Rules) classified and held as Treasury Shares.
15.(d)	The Company shall be entered in the Register as holding such Shares as Treasury Shares. For the avoidance of doubt the Company shall not be treated as a Shareholder for any purpose and shall not exercise any rights in respect of those Treasury Shares, including any right to attend and vote at meeting of Shareholders, save as expressly provided for in the Companies Act.
15.(e)	Subject to the Listing Rules, the Board may by a resolution of the Directors at any time:
15.(e)(i)	cancel any one or more Treasury Shares; or
15.(e)(ii)	transfer any one or more Treasury Shares to any person, whether or not for valuable consideration. Company to purchase its own securities and to finance the same
17.(c)	During the Relevant Period, any ~~shareholder~~ Shareholder may (except when the Register is closed) inspect during business hours any Register maintained in Hong Kong without charge and require the provision to ~~him~~ such Shareholder of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.
17.(d)	The Register may, after notice has been ~~give~~ given by advertisement in a newspaper circulating generally in Hong Kong or where applicable, ~~any newspaper~~ in accordance with the requirements of the HK Stock Exchange to that effect, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine in a manner which complies with Section 632 of the Companies Ordinance~~.~~, and by sending a notice to the Shareholders, which may be extended for no more than another 30 days in respect of any year by an Ordinary Resolution of the Shareholders passed in that year.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
18.(a)	Every person whose name is entered as a Shareholder in the Register shall be entitled ~~without payment~~ to receive within the relevant time limit as prescribed in the Companies Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the ~~rules of the relevant stock exchange in Hong Kong~~ Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.
19.	Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company or a facsimile thereof or within the Seal printed thereon, which for this purpose may be a duplicate Seal.
20.	Every share certificate hereafter issued shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to speak and vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
22.	If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the ~~rules of the relevant stock exchange in Hong Kong~~Listing Rules, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.
38.	The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding 20% per annum, as the Board may decide, but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend subsequently declared or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one Month's notice in writing of its intention on that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.
39.	Subject to the Companies Act, all transfers of Shares shall be effected in any manner permitted by and in accordance with the Listing Rules or by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
62.	At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. Each annual general meeting shall be held within six Months after the end of the Company's financial year (or any longer period as may be authorised by the HK Stock Exchange) in the Relevant Territory or elsewhere or at one or more locations as provided in Articles 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board, and at such time and place(s) as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
64.	The Board may, whenever it thinks fit, convene an extraordinary general meeting. and such meeting (or any adjournment or postponement thereof) shall be held in the Relevant Territory or elsewhere and at one or more locations as provided in Articles 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board and at such time and place as the Board shall appoint. An extraordinary general meeting shall also be convened on the requisition of one or more Shareholders holding, on the date of deposit of the requisition, ~~a minority stake in the total number of issued~~ Shares~~, and the minimum stake required to do this shall~~ represent not ~~be~~ less than 10% of the voting rights at general meetings of the Company (on a one vote per Share basis) in the issued share capital of the Company. Such Shareholder(s) shall be entitled to add resolutions to the agenda for the extraordinary general meeting concerned. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may ~~do so~~convene a physical meeting at only one location which will be the Principal Meeting Place in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
65.	An annual general meeting of the Company shall be called by at least 21 ~~days' notice~~days'notice in writing, and a general meeting of the Company other than an annual general meeting ~~or an extraordinary general meeting called for the passing of a Special Resolution~~ shall be called by at least 14 ~~days' notice~~days'notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify ~~the place, the day, the hour and~~(a) the day, the hour of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend, speak and vote thereat or their proxies; and (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend, speak and vote at the meeting, being a majority together holding not less than 95% of the total voting rights of those Shareholders.
67.	(a) (vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20% (or such other percentage as may from time to time be specified in the ~~relevant rules of the HK Stock Exchange~~Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
68.	Unless otherwise specified, for all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to ~~vote.~~speak and vote or, for quorum purpose only, two persons appointed by the clearing house as authorised representative(s) or proxy(ies). No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
69.	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and ~~place as shall be decided by the Board, and if~~(where applicable) such place and in such form and manner referred to in Articles 71A as the chairman of the meeting (or in default, the Board) determines. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to speak and vote shall be a quorum and may transact the business for which the meeting was called.
70.	~~The~~ Subject to Article 71C, the Chairman (if any) ~~of the Board~~ or if he is absent or declines to take the chair at such meeting, the ~~vice chairman~~ Vice Chairman (if any) ~~of the Board~~ shall take the chair at every general meeting, or, if there is no such Chairman or ~~vice chairman of the Board~~Vice Chairman, or, if at any general meeting neither of such Chairman or ~~vice chairman of the Board~~Vice Chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as ~~Chairman~~chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the ~~Chairman~~chairman of the meeting chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be ~~Chairman~~chairman of the meeting.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
70A	If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 69 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.
71.	The ~~Chairman~~chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
71A.	(1) The Board may, at its absolute discretion, arrange for persons entitled to attend and speak at a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the "Meeting Location(s)") determined by the Board at its absolute discretion. Any Shareholder or any proxy attending and participating in such way or any Shareholder or any proxy 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: (a) where a Shareholder is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
	(b) Shareholders present in person (or, in the case of a Shareholder being a corporation or clearing house, by its duly authorised representative) or by proxy at a Meeting Location and/or Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to speak and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings are valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Shareholders at all Meeting Locations and Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to simultaneously participate in the business for which the meeting has been convened and communicate with each other simultaneously and instantaneously;
	(c) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders 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 Shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available throughout the meeting 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 outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, 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.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
71B.	The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance, speaking and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is not able to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Shareholder so to attend the meeting, 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.
71C.	If it appears to the chairman of the general meeting that: (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or (d) there is violence or the threat of violence, unruly behavior 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.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
71D.	The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction as the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.
71E.	If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting (such circumstances, the "Circumstances"). This Article shall be subject to the following: (a) when a meeting is so postponed due to one or more of the Circumstances as set out in the original notice of a general meeting, the Company shall endeavour to send a notice of such postponement with a new date for the postponed general meeting (if such new date has not yet been provided in the original notice of the general meeting) on the Company's website as soon as practicable (provided that failure to send such a notice shall not affect the automatic postponement of such meeting), but otherwise the Company shall, in accordance with paragraph (c) below, endeavor to publish a new notice of a postponed general meeting;

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
	(b) when only the form of the meeting or electronic facilities as specified in the notice are changed, while other details of the notice remain unchanged, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;
	(c) subject to paragraphs (a) and (b) above, 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 Shareholders of such details in such manner as the Board may determine and in compliance with the notice requirements under Article 65; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than forty-eight (48) hours before the time of the postponed or changed 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 Shareholders.
71F.	All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
71G.	Without prejudice to other provisions in Article 71, a physical meeting may also be held by means of such telephone, electronic or other communication facilities permitting 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 No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
72.	At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll, save that the ~~Chairman~~chairman of the meeting may, in good faith and pursuant to the Listing Rules, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the 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 the Shareholders; and (ii) relate to the duty of the ~~Chairman~~chairman of the meeting 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 Shareholders a reasonable opportunity to express their views.
72	(b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to attend, speak and vote at the meeting; or (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to attend, speak and vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or (d) if required by the Listing Rules, by the ~~Chairman~~chairman of such meeting and/or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
73.	Where a resolution is voted on by a show of hands, (i) the ~~Chairman~~chairman of the meeting should indicate to the meeting of the Company the level of proxies lodged on each resolution, and the balance for and against the resolution, after it has been dealt with on a show of hands; and (ii) a declaration by the ~~Chairman~~chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
74.	If a poll is demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded as the ~~Chairman~~chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the ~~Chairman~~chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.
75.	Any poll duly demanded on the election of a ~~Chairman~~chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
76.	In the event of an equality of votes, whether on a show of hands or on a poll, the ~~Chairman~~chairman of the meeting at which the show of hands takes place (where no poll is demanded) or at which the poll is demanded, shall be entitled to a second or casting vote. In the event of any dispute as to the admission or rejection of any vote, the ~~Chairman~~chairman of the meeting shall determine the same, and such determination shall be final and conclusive.
78.	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the ~~Chairman~~chairman of the meeting, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
84.	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the ~~Chairman~~chairman of the meeting, whose decision shall be final and conclusive.
85.	Any Shareholder entitled to attend, speak and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend, speak and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder. On a poll or a show of hands, votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were a Shareholder who is an individual.
87.	The instrument appointing a proxy, shall be in writing ~~under the hand of~~executed by the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, executed either under seal or under the hand of an officer or attorney duly authorised.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
87A	The Company may, at its absolute discretion, provide an electronic address or electronic means 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 or electronic means is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address or by such electronic means of submission, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. The Company may also 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 or electronic means of submission for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company and decide what method should be used to determine at what time the instruction or notification is treated as being received 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 or via electronic means of submission provided in accordance with this Article or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
88.	The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority ~~shall~~, or an electronic copy thereof, may be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office~~)~~), or if the Company has provided an electronic address or electronic means of submission in accordance with the preceding paragraph, shall be received at the electronic address specified or via electronic means of submission, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
90.	The instrument appointing a proxy to attend, speak and vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
92.	(a) Any corporation which is a Shareholder may, in accordance with its constitutional documents or in the absence of such provision, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders, or subject to the Companies Act, at any meeting of creditors of the Company, and the person so authorised shall be entitled to vote and otherwise exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were a Shareholder who is an individual. A corporate Shareholder may evidence such authorisation (including without limitation the execution of a form of proxy) by the execution of such document by its duly authorised officer. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.
107.	(e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the ~~Chairman~~chairman of the meeting) or his close associate(s) or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director (other than such ~~Chairman~~chairman of the meeting) to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the ~~Chairman~~chairman of the meeting (or, where question relates to the interest of the ~~Chairman~~chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors by majority vote) in relation to any other Director (or, as appropriate, the ~~Chairman~~chairman of the meeting) shall be final and conclusive except in a case where the nature or extent of the interests of the Director or his close associate(s) concerned (or, as appropriate, the ~~Chairman~~chairman of the meeting) as known to such Director (or, as appropriate, the ~~Chairman~~chairman of the meeting) has not been fairly disclosed to the Board.
110.	The Company in general meeting ~~shall~~may from time to time fix and may from time to time by Ordinary Resolution increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall not be less than two (2).

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
125.	The Board may from time to time entrust to and confer upon a Chairman ~~of the Board, vice chairman of the Board~~, Vice Chairman, managing Director, joint managing Director, deputy managing Director or executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.
132.	The Board may from time to time elect or otherwise appoint one Director to the office of chairman of the Board (the "Chairman ~~of the Board~~") and another to be the vice chairman of the Board (the "Vice Chairman") (or two or more vice chairmen of the Board) and determine the period for which each of them is to hold office. The Chairman ~~of the Board~~ or, in his absence, the ~~vice chairman of the Board~~ Vice Chairman shall preside as chairman at meetings of the Board, but if no such Chairman or ~~vice chairman of the Board~~Vice Chairman has been elected or appointed, or if at any meeting the Chairman ~~of the Board or vice chairman of the Board~~or Vice Chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 123, 124 and 125 shall, mutatis mutandis, apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.
135.	Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the ~~Chairman~~chairman of the meeting shall have a second or casting vote.
143.	(b) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the ~~Chairman~~chairman of the meeting at which the proceedings were held or by the ~~Chairman~~chairman of the next succeeding meeting.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
144.	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or ~~specially~~specifically on behalf of the Board.
146.	A provision of the Companies Act or of these Articles requiring or authorising a thing to be done by or to a Director and ~~the~~a Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of ~~the~~a Secretary.
147.	(b) Every instrument to which a Seal shall be affixed shall be signed autographically by one Director and ~~the~~a Secretary, or by two Directors, or by some other person(s) appointed by the Board for the purpose, provided that as regards any certificates for Shares or Debentures or other securities of the Company, the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic or may be printed thereon as specified in such resolution or that such certificates need not be signed by any person.
153.	(a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserves which are available for distribution (including ~~any~~its share premium account ~~or undistributable~~and capital redemption reserve~~,~~)) or any undivided profits not required for the payment or provision of the Dividend on any Shares with a preferential right to Dividend, by appropriating such sum or profits to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in such proportion as may be approved by the Board, whether pro-rata to all Shareholders or otherwise either in or towards paying up any amounts for the time being unpaid on any Shares held by such Shareholders respectively or paying up in full unissued Shares or debentures or other securities of the Company to be allotted and distributed credited as fully paid to and amongst such Shareholders in such proportion as may be approved by the Board as aforesaid, or partly in one way and partly in the other.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
175.	(b) Every balance sheet of the Company shall be signed on behalf of the Directors by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent ~~by post~~ together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice~~.~~; and
	(c) The requirement to send to a person referred to in Article 175(b) the documents referred to in that article shall be deemed satisfied where, in accordance with the Companies Act, the Electronic Transactions Act and the Listing Rules, the Company publishes copies of the documents referred to in Article 175(b) on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.
176.	(a) The Shareholders ~~shall at each annual general meeting~~may by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. No Director or officer of the Company, or any employee of any Director or officer of the Company, shall be appointed as the Auditors.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
	~~The~~Subject to the Listing Rules, the Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by, or on the authority of, the Shareholders ~~at each annual general meeting~~ by Ordinary Resolution, except that~~, at any annual general meeting,~~ the Shareholders may by Ordinary Resolution delegate the fixing of such remuneration to the Board, and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.
180.	(ii) Except where otherwise expressly stated, any notice or document to be given or issued pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either (a) personally; or (b) by sending it through the post or courier in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register ~~or by leaving it at that address addressed to the Shareholder~~; or (c) by leaving it at that address addressed to the Shareholder; or (d) to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the Shareholder to the Company, or by publishing it on the Company's website or the website of the HK Stock Exchange pursuant to the Listing Rules; or (e) or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. ~~Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.~~

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
	(iv) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office, or to the electronic address or through electronic means as provided by the Company in accordance with Article 87A.
	(v) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board. Every Shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him. The signature to any notice to be given by the Company may be written, or printed or in electronic form.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
182.	Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document if published or placed on the Company's website or the website of the HK Stock Exchange, shall be deemed to have been served or delivered on the day on which such notice or other document first so appears on the Company's website or the website of the HK Stock Exchange. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement ~~or on a website~~ shall be deemed to have been served or delivered on the day it was so published.
183.	A notice or document may be ~~given~~sent by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the ~~liquidation~~liquidator of Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, ~~metal~~mental disorder, bankruptcy or winding up had not occurred.

Article No.	Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)
185.	Any notice or document delivered or sent ~~by post~~ to, or left at the registered address of any Shareholder in pursuance of these ~~presents~~Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have been duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these ~~presents~~Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.
186.	The signature to any notice or document to be given by the Company may be written or printed or in electronic form.
188.	~~A~~Subject to the Companies Act, a resolution that the Company ~~be wound up by the Court or~~ be wound up voluntarily shall be passed by way of a Special Resolution.
192.	The Company may exercise the power to cease sending cheques for Dividend entitlements or Dividend warrants ~~by post~~ if such cheques or warrants remain uncashed on two consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered.
197.	The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year of the Company shall end on ~~31 December~~30 June in each year.

Bonjour Holdings Limited
卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

NOTICE IS HEREBY GIVEN that the annual general meeting of Bonjour Holdings Limited (the "**Company**") will be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 28 November 2025 at 1 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditor of the Company for the 18-month period ended 30 June 2025.

2. To re-elect the retiring directors of the Company and to authorize the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

As special business, to consider, and if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

4. "**THAT:**

   (a) subject to paragraph (c) on next page, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and/or to sell or transfer treasury shares (which have the meaning ascribed thereto under the Listing Rules and as amended from time to time) of the Company (the "**treasury shares**") and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate amount of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) and treasury shares sold or transferred or conditionally or unconditionally agreed to be sold or transferred by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association from time to time shall not exceed 20% (excluding treasury shares, if any) of the amount of the shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

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

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

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

5. "**THAT**:

(a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the total amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% (excluding treasury shares, if any) of the total amount of the shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

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

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

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon resolutions nos. 4 and 5 above being passed, the total amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5 above shall be added to the aggregate amount of shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with and treasury shares sold or transferred or agreed conditionally and unconditionally to be sold or transferred by the directors of the Company pursuant to resolution no. 4 above, provided that such extended amount shall not exceed 10% (excluding treasury shares, if any) of total number of the shares of the Company in issue as at the date of passing of the resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution)."

SPECIAL RESOLUTION

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

''**THAT**:

the existing amended and restated articles of association of the Company be amended in the manner (the "**Proposed Amendments**") as set out in Appendix II of the circular of the Company dated 31 October 2025, and the further amended and restated articles of association of the Company (which incorporates and consolidates all the Proposed Amendments) ("**Amended and Restated Articles of Association**"), a copy of which has been produced to this meeting and marked ''A'' and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company respectively in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect after the close of this meeting, and any Director, the company secretary or the registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to implement the adoption of the Amended and Restated Articles of Association, and arrange for the requisite filing of the Amended and Restated Articles of Association (together with the special resolution passed) with the Registrar of Companies of the Cayman Islands and the Registrar of Companies in Hong Kong, where applicable.''

By order of the Board
Bonjour Holdings Limited
Chen Jianwen
Chairman and Executive Director

Hong Kong, 31 October 2025

Principal Place of Business in Hong Kong:
12/F., Bonjour Tower
No. 36-50 Wang Wo Tsai Street
Tsuen Wan, Hong Kong

Notes:

(1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member of the Company who is the holder of two or more shares may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 meeting (i.e. 1 p.m. on Wednesday, 26 November 2025 (Hong Kong Time)) or adjourned meeting.

(2) Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting of the Company or any adjournment.

(3) The Register of Members will be closed from 21 November 2025 to 28 November 2025, both days inclusive, during which period no transfer of shares will be registered. The record date will be 28 November 2025 and in order to determine the entitlement to attend and vote at the forthcoming annual general meeting of the Company, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on 20 November 2025.

(4) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at http://corp.bonjourhk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Chen Jianwen and Dr. Chiu Lai Kuen, Susanna as executive Directors; Mr. Kwok Chi Shing, Mr. Lee Kwun Kwan and Mr. Yan Sherman Chuek-ning as independent non-executive Directors.