
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hong Kong Technology Venture Company Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Hong Kong Technology Venture Company Limited 香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 1137)

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

A notice convening the annual general meeting (“AGM”) of Hong Kong Technology Venture Company Limited (“Company”) to be held as a physical meeting at Ground Floor, HKTVMultimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Tuesday, 2 June 2026 at 10:00 a.m. is set out on pages 46 to 50 of this circular. A form of proxy is also enclosed.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish.

Bad Weather Arrangements

In the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is in effect at any time between 9:00 a.m. and 10:00 a.m. on the date of the AGM, the AGM may be adjourned or postponed to a later date and/or time as determined by the Company.

If the AGM is adjourned or postponed, the Company will post an announcement on its website (ir.hktv.com.hk) and the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned or postponed meeting.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held as a physical meeting at Ground Floor, HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Tuesday, 2 June 2026 at 10:00 a.m.
“Annual Report”	the annual report of the Company for the year ended 31 December 2025
“Articles”	the articles of association of the Company
“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Hong Kong Technology Venture Company Limited
“core connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate to be sought at the AGM as set out in the Notice of AGM
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares (if any)) not exceeding 20% of the number of the Shares in issue (excluding any treasury Shares) as at the date of passing of the resolution approving such mandate
“Latest Practicable Date”	21 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Notice of AGM”	the notice convening the AGM set out on pages 46 to 50 of this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the number of the Shares in issue (excluding any treasury Shares) as at the date of the resolution approving such mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Repurchase Rules”	the applicable provisions under the Listing Rules to regulate the repurchase by companies of their own securities listing on the Stock Exchange
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by Securities and Futures Commission
“treasury share(s)”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent.



Hong Kong Technology Venture Company Limited
香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 1137)

Executive Directors:

Mr. Cheung Chi Kin, Paul

Mr. Wong Wai Kay, Ricky

(Vice Chairman and Group Chief Executive Officer)

Ms. Wong Nga Lai, Alice

(Group Chief Financial Officer and Company Secretary)

Mr. Lau Chi Kong

(Chief Executive Officer (International Business))

Ms. Zhou Huijing

(Chief Executive Officer (Hong Kong))

Registered Office:

HKTV Multimedia and

Ecommerce Centre

No. 1 Chun Cheong Street

Tseung Kwan O Industrial Estate

New Territories

Hong Kong

Independent Non-executive Directors:

Mr. Mak Wing Sum, Alvin *(Chairman)*

Mr. Peh Jefferson Tun Lu

Mr. Ann Yu Chiu, Andy

Mr. Yeung Chu Kwong

27 April 2026

To the Shareholders

Dear Sir or Madam,

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

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for (i) the grant to the Directors the General Mandates; (ii) the re-election of retiring Directors; and (iii) the proposed amendments to the Articles.

LETTER FROM THE BOARD

II. GENERAL MANDATES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the General Mandate as follows:

- (a) to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury shares (if any)) up to a maximum of 20% of the number of the Shares in issues (excluding any treasury Shares) as at the date of the passing of such resolution;
- (b) to grant to the Directors the Repurchase Mandate to enable them to repurchase Shares up to a maximum of 10% of the number of the Shares in issue (excluding any treasury Shares) as at the date of the passing of such resolution; and
- (c) to increase the number of Shares to be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The general mandates will expire at the conclusion of the AGM and the purpose of this circular is to request your support to renew the General Mandates at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement as required by the Listing Rules is set out in Appendix I to this circular.

(a) Issue Mandate

At the AGM, an ordinary resolution will be proposed which, if passed, will give the Directors the Issue Mandate to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury shares (if any)) up to a maximum of 20% of the number of the Shares in issue (excluding any treasury Shares) at the date of the passing of the resolution, details of which are set out in ordinary resolution No. 4 in the Notice of AGM. In addition, conditional upon the proposed ordinary resolution to grant to the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the aggregate number of the Shares repurchased by the Company in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

The Company had an aggregate of 791,473,781 Shares in issue as at the Latest Practicable Date. Subject to the passing of the ordinary resolution No. 4 for the approval of the Issue Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will therefore be allowed to allot and issue up to a maximum of 158,294,756 Shares, representing 20% of the number of the Shares in issue.

LETTER FROM THE BOARD

The Issue Mandate will expire on the day being 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 or any applicable laws of Hong Kong to be held; and (iii) the date on which the authority set out in the resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution No. 5 in the Notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the number of the Shares in issue (excluding any treasury Shares) at the date of passing of the resolution approving the Repurchase Mandate.

The Company had an aggregate of 791,473,781 Shares in issue as at the Latest Practicable Date. Subject to the passing of the ordinary resolution No. 5 for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will therefore be allowed to repurchase up to a maximum of 79,147,378 Shares, representing 10% of the number of the Shares in issue.

The Repurchase Mandate will expire on the day being 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 or any applicable laws of Hong Kong to be held; and (iii) the date on which the authority set out in the resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Details of the above ordinary resolutions are set out in ordinary resolutions Nos. 4, 5 and 6 in the Notice of AGM.

III. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 96 and 99 of the Articles, Ms. Wong Nga Lai, Alice and Mr. Lau Chi Kong will retire from office by rotation, and Mr. Yeung Chu Kwong, who was newly appointed, will hold office until the AGM (Collectively “**Retiring Directors**”). All of them, being eligible, will offer themselves for re-election at the AGM.

The Company’s Nomination Committee has reviewed the re-appointment of the Retiring Directors and recommended that their re-election be proposed for Shareholders’ approval at the AGM.

The Board, having considered the recommendation of the Nomination Committee, decides to propose the re-appointment of the Retiring Directors at the AGM. Biographical details of each of these Retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

IV. PROPOSED AMENDMENTS TO THE ARTICLES

Reference is made to the announcement of the Company dated 30 March 2026. The Board proposes to amend the Company's existing Articles ("**Proposed Amendments**") for the purpose of (i) aligning with the latest legal and regulatory requirements following the relevant amendments to the Companies Ordinance and the Listing Rules in relation to the implementation of the treasury share regime, the expanded paperless listing regime, the electronic dissemination of corporate communications by means of website and the conduct of general meetings (including holding hybrid/virtual general meetings); and (ii) making other consequential and housekeeping changes.

The Proposed Amendments are detailed in the Appendix III to this circular. The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the AGM and shall take effect upon the close of the AGM.

The legal adviser to the Company has confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the applicable laws of Hong Kong. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

V. AGM

Notice of AGM is set out on pages 46 to 50 of this circular. The AGM will be held on Tuesday, 2 June 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meetings should you so wish.

VI. VOTING PROCEDURES BY SHAREHOLDERS

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the shareholders at a general meeting must be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 71 of the Articles. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

VII. RESPONSIBILITY STATEMENT

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

VIII. RECOMMENDATION

The Directors consider that all the resolutions proposed in respect of the above, including the proposals for (i) the grant of the General Mandates; (ii) the re-election of the retiring Directors; and (iii) the proposed amendments to the Articles are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of all the resolutions set out in the Notice of AGM.

IX. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

In the event of inconsistency, the English text of this circular and the enclosed form of proxy shall prevail over the Chinese text.

Yours faithfully
By Order of the Board
Hong Kong Technology Venture Company Limited
Mak Wing Sum, Alvin
Chairman

This is the explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate. This explanatory statement also constitutes the memorandum required under Section 239 of the Companies Ordinance.

SHARE REPURCHASE RULES

The Share Repurchase Rules provide that all proposed repurchase of securities by a company with listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of a general mandate or by a specific approval of a particular transaction. A maximum of 10% of the fully paid-up securities of a company as at the date of the passing of the relevant resolution may be repurchased on the Stock Exchange.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 791,473,781.

Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 79,147,378 Shares, equivalent to 10% of the number of the Shares in issue (excluding any treasury Shares) during the Relevant Period (as hereinafter defined) in which the general mandate to repurchase Shares remains in force. Any Shares repurchased pursuant to the general mandate to repurchase Shares must be fully paid-up.

“Relevant Period” means the period from the date of the passing of the relevant ordinary resolution on the general mandate to repurchase Shares 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, or any applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in the relevant resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of Hong Kong, being profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase would be derived from profits available for distribution.

In the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, there could be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Annual Report. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

CONFIRMATION

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases pursuant to the Repurchase Mandate will be in accordance with the Listing Rules and the applicable laws of Hong Kong.

DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell their Shares to the Company or its Subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected persons of the Company have notified the Company that they have a present intention to sell their Shares to the Company or its Subsidiaries nor have they undertaken not to sell any of the Shares to the Company or its Subsidiaries in the event that the Company is authorised to make repurchases of Shares.

EFFECT OF THE TAKEOVERS CODE

If as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 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.

As at the Latest Practicable Date, the controlling Shareholders, Mr. Wong Wai Kay, Ricky and Mr. Cheung Chi Kin, Paul, together with their associates (including Top Group International Limited) beneficially owned 408,294,188 Shares representing approximately 51.59% of the total number of issued Shares and their shareholding will be increased to approximately 57.32% of the total number of issued Shares if the Repurchase Mandate is exercised in full. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to effect a Share repurchase pursuant to the Repurchase Mandate to the extent that it would trigger an obligation to make a mandatory offer under the Takeovers Code.

No repurchase would be made by the Company of the Shares without the Stock Exchange's prior approval if such repurchase would result in less than 25% of the number of the Shares in issue being in public hands.

HANDLING OF REPURCHASED SHARES

If the Company repurchases its Shares pursuant to the Repurchase Mandate, it may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to applicable laws, market conditions and the Company's capital management needs at the relevant time of the repurchase(s) of the Shares.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of treasury Shares (if any) will be subject to the ordinary resolution in respect of the Issue Mandate set out in the ordinary resolution No. 4 of the Notice of AGM and made in accordance with the Listing Rules and the Companies Ordinance.

REPURCHASES OF SHARES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	2.100	1.450
May	1.912	1.490
June	1.700	1.500
July	1.930	1.500
August	1.660	1.360
September	1.580	1.410
October	1.560	1.410
November	1.550	1.410
December	1.470	1.360
2026		
January	1.480	1.350
February	1.460	1.370
March	1.440	1.270
April (up to the Latest Practicable Date)	1.210	1.170

The following are the particulars of the Directors to retire, and proposed to be re-elected at the AGM:

1. **Ms. WONG Nga Lai, Alice**, aged 51, was appointed as the Executive Director, Chief Financial Officer and Company Secretary of the Company in May 2012, and is a member of the Executive Committee, Environmental, Social and Governance Committee, Investment Committee and Nomination Committee of the Company as well as a director of certain subsidiaries of the Group. She has been re-designated from Chief Financial Officer to Group Chief Financial Officer of the Company with effect from 1 November 2020. She has extensive experience in financial management, corporate finance and global investor relations, in particular on the telecommunications, multimedia and eCommerce industries. She leads the finance, investor engagement, talent acquisition and management, legal and company secretarial, and administration functions of the Group. Prior to that, Ms. Wong was the Financial Controller of the Group.

Before joining the Group, Ms. Wong had worked for PricewaterhouseCoopers in Hong Kong primarily focusing on the technology, info-communications and entertainment sectors. Ms. Wong holds a Bachelor of Commerce degree from the University of Queensland, a Master of Business Administration degree from the Hong Kong University of Science and Technology and a Postgraduate Diploma in Corporate Governance. She is a qualified member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a fellow member of Association of Chartered Certified Accountants (ACCA). She is a member of the audit committee for Vocational Training Council effective from 1 April 2024. She has been a member of the ACCA Hong Kong Committee from September 2021 to September 2025 and a member of the Accountancy Training Board for Vocational Training Council from April 2019 to March 2025.

As at the Latest Practicable Date, Ms. Wong has a personal interest in 50,000 Shares (representing approximately 0.006% of the issued share capital of the Company). Save as disclosed above, Ms. Wong does not have, nor is deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Wong has entered into a service contract with the Company relating to her service as the Group Chief Financial Officer, Company Secretary and Executive Director of the Company. She has no fixed term of service with the Company and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under the service contract, she is currently entitled to receive a monthly basic salary of HK\$267,750.00 as the Group Chief Financial Officer, Company Secretary and Executive Director of the Company and such other emoluments and discretionary performance bonus at the discretion of Board. For the financial year ended 31 December 2025, the total remuneration for Ms. Wong which comprises salary and allowances, discretionary performance bonuses, retirement scheme contributions and other benefits was HK\$9,222,000.00.

Ms. Wong is not entitled to receive any additional remuneration from the Company for being a member of the Executive Committee, Environmental, Social and Governance Committee, Investment Committee and Nomination Committee of the Company as well as a director of certain subsidiaries of the Group. The remuneration package entitled by Ms. Wong is recommended by the Remuneration Committee and determined by the Board with reference to her responsibilities, time commitment and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wong is not related to any directors, senior management, substantial or controlling shareholders of the Company and she did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information related to Ms. Wong to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

2. **Mr. LAU Chi Kong**, aged 44, was appointed as an Executive Director of the Company on 1 December 2017. Mr. Lau had been the Chief Operating Officer until 31 October 2020, and has been re-designated as the Chief Executive Officer (International Business) of the Company with effect from 1 November 2020. He is a member of the Executive Committee and Environmental, Social and Governance Committee of the Company as well as a director of certain subsidiaries of the Group. Mr. Lau is primarily responsible for the business direction and development of the international business operations of the Group including eCommerce solution business by Shoalter Technology Limited, the technology arm of the Group. Mr. Lau joined the Group in 2004 as a management trainee. Prior to his current role, Mr. Lau held numerous positions and has extensive experience in operations and finance. Mr. Lau holds a Bachelor of Science degree in Actuarial Science from The University of Hong Kong and a Master of Business Administration Degree (Executive MBA Programme) from The Chinese University of Hong Kong.

As at the Latest Practicable Date, Mr. Lau does not have, nor is deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lau has entered into a service contract with the Company relating to his service as the Chief Executive Officer (International Business) and Executive Director of the Company. He has no fixed term of service with the Company and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under the service contract, he is currently entitled to receive a monthly basic salary of HK\$231,130.00 as the Chief Executive Officer (International Business) and Executive Director of the Company and such other emoluments and discretionary performance bonus at the discretion of Board. For the financial year ended 31 December 2025, the total remuneration for Mr. Lau which

comprises salary and allowances, discretionary performance bonuses, retirement scheme contributions and other benefits was HK\$5,044,000.00. Mr. Lau is not entitled to receive any additional remuneration from the Company for being a member of the Executive Committee and Environmental, Social and Governance Committee of the Company as well as a director of certain subsidiaries of the Group. The remuneration package entitled by Mr. Lau is recommended by the Remuneration Committee and determined by the Board with reference to his responsibilities, time commitment and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau is not related to any directors, senior management, substantial or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information related to Mr. Lau to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

3. **Mr. YEUNG Chu Kwong**, aged 65, was appointed as an Independent Non-executive Director of the Company on 1 January 2026. Mr. Yeung has also been appointed as a member of the Audit Committee, Nomination Committee, Remuneration Committee and Environmental, Social and Governance Committee of the Company. Mr. Yeung is an independent non-executive director, the chairman of the nomination committee, a member of each of the audit committee and the remuneration committee of Hung Fook Tong Group Holdings Limited (stock code: 1446). Mr. Yeung was the executive director, a member of the environmental, social and governance committee and nomination committee, the executive vice-chairman, and group chief executive officer of HKBN Ltd.. Prior to joining HKBN Ltd. in 2005, Mr. Yeung was the director of customers division at SmarTone Mobile Communications Limited. In 2010, Mr. Yeung was recognised as Champion of Human Resources by The Hong Kong HRM Awards.

Mr. Yeung obtained a Bachelor of Arts Degree from Hong Kong Baptist University in December 1992, a Master of Business Administration Degree from the University of Strathclyde, U.K. in November 1995 and a Master of Science Degree in Electronic Commerce and Internet Computing from the University of Hong Kong in November 2001.

As at the Latest Practicable Date, Mr. Yeung does not have, nor is deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Yeung has entered into a service agreement with the Company relating to his service as the Independent Non-executive Director of the Company. The appointment of Mr. Yeung as an Independent Non-executive Director is for a term of one year subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Under the service agreement, he is currently entitled to receive an emolument of HK\$308,800.00 per annum as an Independent Non-executive Director, a member of the Audit Committee, Nomination Committee, Remuneration Committee and Environmental, Social and Governance Committee of the Company. The remuneration package entitled by Mr. Yeung is recommended by the Remuneration Committee and determined by the Board with reference to his responsibilities, time commitment and prevailing market conditions.

The Board has received from Mr. Yeung the confirmation of his independence and taking into account the various matters as set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and considers Mr. Yeung continues to be independent.

The Nomination Committee has taken into account the skill mix of the Board, the professional knowledge and experience of Mr. Yeung, with reference to the nomination criteria and process set out in the Company's Board Diversity Policy and Nomination Policy as well as the Company's corporate strategy. The Board believes that Mr. Yeung would contribute significantly to the strategy development and other relevant corporate governance matters of the Company. Therefore, the Board accepted the nomination from the Nomination Committee and recommended Mr. Yeung to stand for re-election by Shareholders at the AGM.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yeung is not related to any directors, senior management, substantial or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information related to Mr. Yeung to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the Shareholders.

The following set out the details of the Proposed Amendments (with deletions shown by strikethrough and additions shown by underline).

The numbering of the clauses in the existing Articles of Association may be affected by the addition, deletion or rearrangement of certain clauses pursuant to these Proposed Amendments. Accordingly, the clause numbering in the amended articles of association of the Company will be adjusted, including cross-references.

No.	Existing articles	Amended articles
(1)	Article 2 N/A	Article 2 <u>“applicable laws” means the Companies Ordinance, the Listing Rules and any other ordinances, laws, regulations, rules, codes or orders issued by a competent authority and are applicable to the Company at a material time;</u>
(2)	Article 2 “these Articles” means the articles of association as altered from time to time by special resolution and the expression “this Article” shall be construed accordingly;	Article 2 “these Articles” means the articles of association as altered from time to time by special resolution and the expression “this Article” <u>or “these Articles”</u> shall be construed accordingly;
(3)	Article 2 N/A	Article 2 <u>“Auditors” shall mean the persons for the time being performing the duties of the office of the auditors of the Company;</u>
(4)	Article 2 N/A	Article 2 <u>“special resolution” shall have the meaning ascribed to it under the Companies Ordinance;</u>
(5)	Article 2 N/A	Article 2 <u>“virtual meeting technology” means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting;</u>

No.	Existing articles	Amended articles
(6)	Article 2 N/A	Article 2 <u>references to a member being present at or attending or participating in a general meeting, whether in person or by proxy, shall mean that such member or proxy is present at a physical venue of the meeting or is participating in the meeting by using the virtual meeting technology as specified by the Directors. Accordingly, any references to attending or doing anything at the meeting “in person”, “personally”, “by proxy” and references to “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” and any other similar expressions shall be construed accordingly;</u>
(7)	Article 2 N/A	Article 2 <u>a person attends a general meeting by using virtual meeting technology if: (a) the person uses the virtual meeting technology specified in the notice of the meeting; and (b) where the person has the rights to speak and vote at the meeting, the person is able to exercise them;</u>
(8)	Article 2 N/A	Article 2 <u>All voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.</u>

No.	Existing articles	Amended articles
(9)	<p data-bbox="293 257 831 289">Article 7</p> <p data-bbox="293 327 831 1364">The Company may exercise any powers conferred on the Company or permitted by or not prohibited by or not inconsistent with the Companies Ordinance or any other applicable ordinance, law, code or regulation from time to time to acquire all or any of its shares of any class in the capital of the Company, including any redeemable shares or warrants or other securities carrying a right to subscribe for or purchase shares of the Company issued by the Company and, should the Company acquire its own shares or warrants or other such securities, neither the Company nor the Board shall be required to select the shares or warrants to be acquired rateably or in any other particular manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares or warrants but provided always that any such acquisition shall only be made in accordance with any relevant rules, codes or regulations issued by the Stock Exchange, the Securities & Futures Commission of Hong Kong or any other relevant regulatory authorities from time to time.</p>	<p data-bbox="855 257 970 289">Article 7</p> <p data-bbox="855 327 1393 1400">The Company may exercise any powers conferred on the Company or permitted by or not prohibited by or not inconsistent with the Companies Ordinance or any other applicable ordinance, law, code or regulation <u>applicable laws</u> from time to time to acquire all or any of its shares of any class in the capital of the Company, including any redeemable shares or warrants or other securities carrying a right to subscribe for or purchase shares of the Company issued by the Company and, should the Company acquire its own shares or warrants or other such securities, neither the Company nor the Board shall be required to select the shares or warrants to be acquired rateably or in any other particular manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares or warrants but provided always that any such acquisition shall only be made in accordance with any relevant rules, codes or regulations issued by the Stock Exchange, the Securities & Futures Commission of Hong Kong or any other relevant regulatory authorities from time to time.</p>

No.	Existing articles	Amended articles
(10)	<p>Article 8</p> <p>Subject to the Companies Ordinance, all or any of the rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be varied with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy not less than one-third in nominal value of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every share of the class held by him, that any holder of shares of the class present in person or by proxy may demand a poll and that at an adjourned meeting of the holders one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum and for the purposes of this Article one holder present in person or by proxy may constitute a meeting.</p>	<p>Article 8</p> <p>Subject to the Companies Ordinance, all or any of the rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be varied with the consent in writing of the holders of not less than three-fourths in nominal value <u>total voting rights of holders</u> of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy not less than one-third in nominal value <u>total voting rights of holders</u> of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every share of the class held by him, that any holder of shares of the class present in person or by proxy may demand a poll and that at an adjourned meeting of the holders one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum and for the purposes of this Article one holder present in person or by proxy may constitute a meeting.</p>

No.	Existing articles	Amended articles
(11)	<p>Article 19</p> <p>Subject to the terms of issue, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not payable on a date fixed by or in accordance with the terms of issue, and each Member shall (subject to the Company serving upon him at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be reduced, revoked or postponed in whole or in part as the Board may determine.</p>	<p>Article 19</p> <p>Subject to the terms of issue, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not payable on a date fixed by or in accordance with the terms of issue, and each Member shall (subject to the Company serving upon him at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be reduced, revoked or postponed in whole or in part as the Board may determine.</p>
(12)	<p>Article 23</p> <p>Any amount which becomes payable in respect of a share on allotment or on any date fixed by or in accordance with the terms of issue, whether in respect of the nominal amount of the share or by way of premium, or as an instalment of a call, shall be deemed to be a call and, if it is not paid, all the relevant provisions of these Articles shall apply as if the sum had become due and payable by virtue of a call duly made and notified.</p>	<p>Article 23</p> <p>Any amount which becomes payable in respect of a share on allotment or on any date fixed by or in accordance with the terms of issue, whether in respect of the nominal amount of the share or by way of premium, or as an instalment of a call, shall be deemed to be a call and, if it is not paid, all the relevant provisions of these Articles shall apply as if the sum had become due and payable by virtue of a call duly made and notified.</p>

No.	Existing articles	Amended articles
(13)	<p>Article 35</p> <p>The instrument of transfer of a share shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the signing of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Save as provided in the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically signed transfers. The transferor shall be deemed to remain the holder of the same until the name of the transferee is entered in the register in respect of it. All instruments of transfer, when registered, may be retained by the Company. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p>	<p>Article 35</p> <p>The instrument of transfer of a share shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the signing of the instrument of transfer by the transferee in any case which it thinks fit in its <u>absolute</u> discretion to do so. Save as provided in the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically signed transfers. The transferor shall be deemed to remain the holder of the same until the name of the transferee is entered in the register in respect of it. All instruments of transfer, when registered, may be retained by the Company. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p>
(14)	N/A	<p><u>Article 40A</u></p> <p><u>Except when the register is closed in accordance with the Listing Rules and the Companies Ordinance, any Member may inspect during business hours any register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof.</u></p>

No.	Existing articles	Amended articles
(15)	<p data-bbox="293 261 834 293">Article 46</p> <p data-bbox="293 331 834 849">The Company may from time to time by ordinary resolution convert any fully paid up shares into stock and may reconvert any stock into fully paid up shares of any denomination. After the passing of any resolution converting all the fully paid up shares of any class in the capital of the Company into stock, any shares of that class which subsequently become fully paid up and rank pari passu in all other respects with such shares shall, by virtue of this Article and such resolution, be converted into stock transferable in the same units as the shares already converted.</p>	<p data-bbox="857 261 986 293">Article 46</p> <p data-bbox="857 331 1398 849">The Company may from time to time by ordinary resolution convert any fully paid up shares into stock and may reconvert any stock into fully paid up shares of any denomination. After the passing of any resolution converting all the fully paid up shares of any class in the capital of the Company into stock, any shares of that class which subsequently become fully paid up and rank pari passu in all other respects with such shares shall, by virtue of this Article and such resolution, be converted into stock transferable in the same units as the shares already converted.</p>
(16)	<p data-bbox="293 878 422 910">Article 47</p> <p data-bbox="293 949 834 1432">The holders of stock may transfer the same or any part of it in the same manner and subject to the same regulations as the shares from which the stock arose might prior to conversion have been transferred or as near to them as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable, but the minimum shall not, without the sanction of an ordinary resolution of the Company, exceed the nominal amount of each of the shares from which the stock arose.</p>	<p data-bbox="857 878 986 910">Article 47</p> <p data-bbox="857 949 1398 1391">The holders of stock may transfer the same or any part of it in the same manner and subject to the same regulations as the shares from which the stock arose might prior to conversion have been transferred or as near to them as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable, but the minimum shall not, without the sanction of an ordinary resolution of the Company, exceed the nominal amount of each of the shares from which the stock arose.</p>

No.	Existing articles	Amended articles
(17)	<p>Article 48</p> <p>The holders of stock shall, according to the amount of the stock held by them, have the same rights as regards dividends, voting at general meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right (except as to participation in dividends and in assets on a reduction of capital or a winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such right.</p>	<p>Article 48</p> <p>The holders of stock shall, according to the amount of the stock held by them, have the same rights as regards dividends, voting at general meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right (except as to participation in dividends and in assets on a reduction of capital or a winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such right.</p>
(18)	<p>Article 49</p> <p>All of the provisions of these Articles which are applicable to paid up shares shall apply to stock and the words “share” and “shareholder” in these Articles shall include “stock” and “stockholder” respectively.</p>	<p>Article 49</p> <p>All of the provisions of these Articles which are applicable to paid up shares shall apply to stock and the words “share” and “shareholder” in these Articles shall include “stock” and “stockholder” respectively.</p>
(19)	<p>Article 50</p> <p>The authorised share capital of the Company on the date of the adoption of these Articles is HK\$50,000,000 divided into 500,000,000 shares of HK\$0.10 each. The Company may from time to time by ordinary resolution:</p> <p>(a) increase its capital by such sum to be divided into shares of such amount as the resolution shall prescribe;</p> <p>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p>	<p>Article 46</p> <p>The authorised share capital of the Company on the date of the adoption of these Articles is HK\$50,000,000 divided into 500,000,000 shares of HK\$0.10 each. The Company may from time to time by ordinary resolution:</p> <p>(a) increase its capital by such sum to be divided into shares of such amount as the resolution shall prescribe;</p> <p>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p>

No.	Existing articles	Amended articles
	<p>(c) subject to the provisions of the Companies Ordinance, sub-divide its shares or any of them into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or be subject to any restriction as compared with the others;</p> <p>(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken, by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>	<p>(c) subject to the provisions of the Companies Ordinance, sub-divide its shares or any of them into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or be subject to any restriction as compared with the others;</p> <p>(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken, by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>
(20)	<p>Article 53</p> <p>Subject to the provisions of the Companies Ordinance, the Company may by special resolution reduce its share capital, any capital redemption reserve fund, any share premium account or any other undistributable reserve in any manner.</p>	<p>Article 49</p> <p>Subject to the provisions of the Companies Ordinance, the Company may by special resolution reduce its share capital, any capital redemption reserve fund, any share premium account or any other undistributable reserve in any manner.</p>
(21)	<p>Article 54</p> <p>The Board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Ordinance at such times and places as the Board shall appoint.</p>	<p>Article 50</p> <p>The Board shall convene and the Company shall hold <u>in each financial year</u> a <u>a</u> general meetings as <u>its</u> annual general meetings <u>within six (6) months after the end of each financial year</u> in accordance with the requirements of the Companies Ordinance at such <u>date</u>, times and places <u>as the Board shall appoint physical venue(s) and/or with such virtual meeting technology as the Board shall determine.</u></p>

No.	Existing articles	Amended articles
(22)	<p>Article 55</p> <p>Any general meeting of the Company other than an annual general meeting shall be called an extraordinary general meeting.</p> <p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary meeting shall also be convened on requisition as provided by the Companies Ordinance or the Listing Rules.</p>	<p>Article 51</p> <p>Any general meeting of the Company other than an annual general meeting shall be called an extraordinary general meeting.</p> <p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary meeting shall also be convened on requisition as provided by the Companies Ordinance or the Listing Rules. <u>The Board may also, whenever it thinks fit, convene an extraordinary general meeting.</u></p>
(23)	<p>Article 57</p> <p>An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution shall be convened by not less than twenty-one clear days' notice in writing. All other extraordinary general meetings shall be convened by not less than fourteen clear days' notice in writing. The notice shall specify the place, day and time of meeting and the general nature of the business to be transacted. Notice of every general meeting shall be given to all Members whose names appear on the register at the time, other than any who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors for the time being of the Company. For the avoidance of doubt, a rectification of the register of members of the Company (including one taking effect retrospectively) shall not in any way affect or invalidate proceedings at prior general meetings.</p>	<p>Article 53</p> <p><u>Subject to the applicable laws, An</u> an annual general meeting and an extraordinary general meeting convened for the passing of a special resolution shall be convened by not less than twenty-one clear days' notice in writing. All other extraordinary general meetings shall be convened by not less than fourteen clear days' notice in writing. The notice shall specify the place, day date and time of meeting, <u>the physical venue(s) of the meeting and the virtual meeting technology to be used</u> and the general nature of the business to be transacted. Notice of every general meeting shall be given to all Members whose names appear on the register at the time, other than any who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the <u>A</u>uditors for the time being of the Company. For the avoidance of doubt, a rectification of the register of members of the Company (including one taking effect retrospectively) shall not in any way affect or invalidate proceedings at prior general meetings.</p>

No.	Existing articles	Amended articles
	<p>Notwithstanding that a meeting of the Company is convened by shorter notice than that specified in this Article, it shall be deemed to have been duly convened if it is so agreed:</p> <p>(a) in the case of an annual general meeting, by all the Members entitled to attend and vote at the meeting; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.</p>	<p>Notwithstanding that a meeting of the Company is convened by shorter notice than that specified in this Article, it shall be deemed to have been duly convened if it is so agreed:</p> <p>(a) in the case of an annual general meeting, by all the Members entitled to attend and vote at the meeting; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in <u>nominal value total voting rights of holders</u> of the shares giving that right.</p>
(24)	<p>Article 60</p> <p>If the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone the general meeting to another date, time and place. When a meeting is so postponed, notice of the date, time and place of the postponed meeting shall be placed in at least two newspapers (one Chinese and one English) in Hong Kong. Notice of the business to be transacted at such postponed meeting shall not be required.</p>	<p>Article 56</p> <p>If the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone the general meeting to another date, time and place. When a meeting is so postponed, notice of the date, time and place of the postponed meeting shall be placed in at least two newspapers (one Chinese and one English) in Hong Kong. Notice of the business to be transacted at such postponed meeting shall not be required. <u>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 gale warning or black rainstorm warning or other similar event is (or forecast to be) in force at any time on the date of the meeting (or the adjourned meeting).</u></p>

No.	Existing articles	Amended articles
(25)	N/A	<p data-bbox="858 257 1007 289"><u>Article 58A</u></p> <p data-bbox="858 327 1393 1053"><u>The Board may, at its absolute discretion, arrange for members to attend a general meeting in any of the modes permitted under Section 583A of the Companies Ordinance. If a general meeting is held at two or more physical venues (whether or not by using the virtual meeting technology specified in the notice of the meeting), the Company must use any technology that allows the members who are not together at the same physical venue to listen, speak and vote at the meeting. The members present in person or by proxy at the meeting venue(s) and members who attend a general meeting by using the virtual meeting technology specified in the notice of the meeting shall be counted in the quorum for, and entitled to speak and vote at, the subject general meeting, and that meeting shall be duly constituted and its proceedings valid.</u></p>

No.	Existing articles	Amended articles
(26)	<p data-bbox="293 257 831 293">Article 63</p> <p data-bbox="293 331 831 1268">If within thirty minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days thereafter) and at such other time or place as may have been specified for the purpose in the notice convening the meeting. Where no such arrangements have been so specified, the meeting shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days later) and at such other time or place as the chairman of the meeting may decide, and, in this case, the Company shall give not less than seven clear days' notice in writing of the adjourned meeting. At any adjourned meeting one Member present in person or by proxy (whatever the number of shares held by him) shall be a quorum and any notice of an adjourned meeting shall state that one Member present in person or by proxy (whatever the number of shares held by him) may constitute a meeting.</p>	<p data-bbox="855 257 986 293">Article 59</p> <p data-bbox="855 331 1393 1336">If within thirty minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days thereafter) and at such other time, <u>place(s) (where applicable)</u> or place-mode as may have been specified for the purpose in the notice convening the meeting. Where no such arrangements have been so specified, the meeting shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days later) and at such other time, <u>place(s) (where applicable)</u> or place-mode as the chairman of the meeting may decide, and, in this case, the Company shall give not less than seven clear days' notice in writing of the adjourned meeting. At any adjourned meeting one Member present in person or by proxy (whatever the number of shares held by him) shall be a quorum and any notice of an adjourned meeting shall state that one Member present in person or by proxy (whatever the number of shares held by him) may constitute a meeting.</p>

No.	Existing articles	Amended articles
(27)	<p>Article 66</p> <p>The chairman may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either sine die or to another time or place where it appears to him that (a) the Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business or (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted. In addition, the chairman may at any time with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting either sine die or to another time or place. When a meeting is adjourned sine die the time and place for the adjourned meeting shall be fixed by the Board. No business shall be transacted at any adjourned meeting except business which might properly have been transacted at the meeting had the adjournment not taken place.</p>	<p>Article 62</p> <p>The chairman may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either sine die or to another time, <u>place(s) (where applicable)</u> or place-<u>mode</u> where it appears to him that (a) the Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business or (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted. In addition, the chairman may at any time with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting either sine die or to another time, <u>place(s) (where applicable)</u> or place-<u>mode</u>. When a meeting is adjourned sine die the time and, place(s) (where applicable) or <u>place mode</u> for the adjourned meeting shall be fixed by the Board. No business shall be transacted at any adjourned meeting except business which might properly have been transacted at the meeting had the adjournment not taken place.</p>
(28)	<p>Article 70</p> <p>Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who is present in person at a general meeting of the Company shall have one vote and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder.</p>	<p>Article 66</p> <p>Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who is present in person at a general meeting of the Company shall have one vote and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p>

No.	Existing articles	Amended articles
(29)	<p>Article 72</p> <p>If a poll is properly demanded it shall be taken in such manner as the chairman shall direct and he may appoint scrutineers who need not be Members. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>	<p>Article 68</p> <p>If a poll is properly demanded it shall be taken in such manner <u>(including the use of ballot or voting papers, tickets or electronic facilities)</u> as the chairman shall direct and he may appoint scrutineers who need not be Members. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>
(30)	<p>Article 73</p> <p>A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or on such date (being not later than three months after the date of the demand) and at such time and place as the chairman shall direct. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll.</p>	<p>Article 69</p> <p>A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or on such date (being not later than three months after the date of the demand) and at such time, <u>place(s) (where applicable)</u> and <u>place mode</u> as the chairman shall direct. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll.</p>

No.	Existing articles	Amended articles
(31)	<p>Article 79</p> <p>A Member who is a patient for any purpose of any ordinance relating to mental health or in respect of whom an order has been made by any competent court or official having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by any person authorised in such circumstances to do so on his behalf and that person may vote on a poll by proxy, provided that evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote has been delivered at the office (or at such other place as may be specified in accordance with these Articles for the delivery of instruments appointing a proxy) not later than the last time at which an instrument of proxy should have been delivered in order to be valid for use at that meeting or on the holding of that poll.</p>	<p>Article 75</p> <p>A Member who is a patient for any purpose of any ordinance relating to mental health or in respect of whom an order has been made by any competent court or official having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by any person authorised in such circumstances to do so on his behalf and that person may vote on a poll by proxy, provided that evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote has been delivered at the office (or at such other place <u>or sent by electronic means to any electronic address or electronic platform</u> as may be specified in accordance with these Articles for the delivery of instruments appointing a proxy) not later than the last time at which an instrument of proxy should have been delivered in order to be valid for use at that meeting or on the holding of that poll.</p>
(32)	<p>Article 80A</p> <p>Where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>	<p>Article 76A</p> <p><u>Members have the right to (a) speak at general meeting and (b) vote at a general meeting except w</u>Where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>

No.	Existing articles	Amended articles
(33)	<p>Article 85</p> <p>The instrument appointing a proxy and (if required by the Board) any authority under which it is executed, or a copy of the authority certified notarially or in some other manner approved by the Board, may be delivered to the office (or to such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying document) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and an instrument of proxy which is not so delivered shall not be treated as valid. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned.</p>	<p>Article 81</p> <p>The instrument appointing a proxy and (if required by the Board) any authority under which it is executed, or a copy of the authority certified notarially or in some other manner approved by the Board, may be delivered to the office (or to such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying document) <u>must be received by the Company in the manner set out in the notice convening the meetings or by way of a note to, or in any document accompanying, such notice or in any notice of adjournment (if sent)</u> not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and an instrument of proxy which is not so delivered <u>received by the Company</u> shall not be treated as valid. When two or more valid but differing instruments of proxy are delivered <u>have been received by the Company</u> in respect of the same share for use at the same meeting, the one which is last delivered <u>received</u> (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last delivered <u>received</u>, none of them shall be treated as valid in respect of that share. Delivery of an instrument <u>The appointment of a proxy</u> shall not preclude a Member from attending and voting in person at the meeting or poll concerned.</p>

No.	Existing articles	Amended articles
(34)	N/A	<p data-bbox="858 257 1007 289"><u>Article 81A</u></p> <p data-bbox="858 327 1393 704"><u>The Company may, at its absolute discretion, provide an electronic address or an electronic platform 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 evidence of authority, the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy).</u></p>
(35)	N/A	<p data-bbox="858 729 1007 761"><u>Article 81B</u></p> <p data-bbox="858 800 1393 1176"><u>If such an electronic address or electronic platform 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 electronic platform, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the electronic address or electronic platform.</u></p>
(36)	N/A	<p data-bbox="858 1202 1007 1234"><u>Article 81C</u></p> <p data-bbox="858 1272 1393 1755"><u>Without limitation, the Company may from time to time determine that any such electronic address or electronic platform 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 platforms for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, to avoid doubt, imposing any security or encryption arrangements as may be specified by the Company.</u></p>

No.	Existing articles	Amended articles
(37)	N/A	<p><u>Article 81D</u></p> <p><u>Notwithstanding paragraphs 81A to 81C above, if any document or information required to be sent to the Company in the manner set out under Article 79 and this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to the Company if the same is not received by the Company at its designated electronic address or electronic platform in accordance with paragraphs 81A to 81C above, or if no electronic address or electronic platform has been designated by the Company for the receipt of such document or information.</u></p>
(38)	<p>Article 91</p> <p>Subject to the provisions of these Articles, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election.</p>	<p>Article 87</p> <p>Subject to the provisions of these Articles, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the following first annual general meeting of the Company <u>after his/her appointment</u> (in the case of an addition to the existing Board), and shall then be eligible for re-election.</p>

No.	Existing articles	Amended articles
(39)	<p>Article 92</p> <p>Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a director, the Board may appoint any person who is willing to be a director, either to fill a vacancy or as an addition to the existing Board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board), and shall then be eligible for re-election.</p>	<p>Article 88</p> <p>Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a director, the Board may appoint any person who is willing to be a director, either to fill a vacancy or as an addition to the existing Board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following first annual general meeting of the Company <u>after his/her appointment (in the case of an addition to the existing Board)</u>, and shall then be eligible for re-election.</p>
(40)	<p>Article 109</p> <p>Subject to the provisions of the Companies Ordinance, the memorandum of association of the Company and these Articles and to any directions given by the Company in general meeting by special resolution, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company whether relating to the management of the business of the Company or not. No alteration of the memorandum of association or these Articles and no special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that resolution had not been passed. The powers given by this Article shall not be limited by any power given to the Board by any other Article.</p>	<p>Article 105</p> <p>Subject to the provisions of the Companies Ordinance, the memorandum of association of the Company and these Articles and to any directions given by the Company in general meeting by special resolution, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company whether relating to the management of the business of the Company or not. No alteration of the memorandum of association or these Articles and no special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that resolution had not been passed. The powers given by this Article shall not be limited by any power given to the Board by any other Article.</p>

No.	Existing articles	Amended articles
(41)	<p>Article 132</p> <p>The Board shall provide for the custody of every seal of the Company. The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which the seal is affixed shall be signed by at least one director and the secretary or by at least two directors or some other person appointed in that behalf by the Board or a competent committee of the Board and any instrument to which an official seal is applied need not, unless the Board for the time being otherwise decides or the law otherwise requires, be signed by any person.</p>	<p>Article 128</p> <p>The Board shall provide for the custody of every seal of the Company. The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which the seal is affixed shall be signed by at least one director and the secretary or by at least two directors or some other person appointed in that behalf by the Board or a competent committee of the Board and any instrument to which an official seal is applied need not, unless the Board for the time being otherwise decides or the law otherwise requires, be signed by any person. <u>Any document signed in accordance with section 127(3) of the Companies Ordinance and expressed (in whatever words) to be executed by the Company shall have the same effect as if it had been executed under the seal of the Company.</u></p>
(42)	<p>Article 138</p> <p>(A) In respect of any dividend proposed to be paid or declared by the Board or by the Company in general meeting, the Board may propose and announce prior to or contemporaneously with the payment or declaration of such dividend:</p> <p>(i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up provided that Members entitled to the dividend will be entitled to elect to receive such dividend (or part of it) in cash in lieu of such allotment. In such case, the following provisions shall apply:</p>	<p>Article 134</p> <p>(A) In respect of any dividend proposed to be paid or declared by the Board or by the Company in general meeting, the Board may propose and announce prior to or contemporaneously with the payment or declaration of such dividend:</p> <p>(i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up provided that Members entitled to the dividend will be entitled to elect to receive such dividend (or part of it) in cash in lieu of such allotment. In such case, the following provisions shall apply:</p>

No.	Existing articles	Amended articles
	<p>(a) the basis of any such allotment shall be determined by the Board;</p> <p>(b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective</p> <p>(c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded</p>	<p>(a) the basis of any such allotment shall be determined by the Board;</p> <p>(b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective</p> <p>(c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded</p>

No.	Existing articles	Amended articles
	<p>(d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect of which the cash election has not been duly exercised (“the non-elected shares”) and in lieu and in satisfaction of it shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of any of the Company’s reserve accounts (including any share premium account or capital redemption reserve fund) or profit and loss account or amounts otherwise available for distribution as the Board may determine such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or</p>	<p>(d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect of which the cash election has not been duly exercised (“the non-elected shares”) and in lieu and in satisfaction of it shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of any of the Company’s reserve accounts (including any share premium account or capital redemption reserve fund) or profit and loss account or amounts otherwise available for distribution as the Board may determine such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or</p>

No.	Existing articles	Amended articles
	<p>(ii) that Members entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:</p> <p>(a) the basis of any such allotment shall be determined by the Board;</p> <p>(b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>(c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;</p>	<p>(ii) that Members entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:</p> <p>(a) the basis of any such allotment shall be determined by the Board;</p> <p>(b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>(c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;</p>

No.	Existing articles	Amended articles
	<p>(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect of which the share election has been duly exercised (“the elected shares”) and in lieu and in satisfaction of it shares shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of any of the Company’s reserve accounts (including any share premium account and capital redemption reserve fund) or profit and loss account or amounts otherwise available for distribution as the Board may determine such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.</p>	<p>(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect of which the share election has been duly exercised (“the elected shares”) and in lieu and in satisfaction of it shares shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of any of the Company’s reserve accounts (including any share premium account and capital redemption reserve fund) or profit and loss account or amounts otherwise available for distribution as the Board may determine such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.</p>

No.	Existing articles	Amended articles
(43)	<p>Article 142</p> <p>The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.</p>	<p>Article 138</p> <p>The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the <u>absolute</u> discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such <u>absolute</u> discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.</p>
(44)	<p>Article 143</p> <p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund including the profit and loss account whether or not the same is available for distribution and accordingly that the amount to be capitalised be set free for distribution among the Members or any class of Members who would be entitled to it if it were distributed by way of dividend and in the same proportions, on the footing that it is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by those Members respectively or in paying up in full of unissued shares, debentures or other obligations of the Company to be allotted and distributed credited as fully paid among those Members, or partly in one way and partly in the other, but so that, for the purposes of this Article, a share premium account and a capital redemption reserve fund, and any reserve or fund representing unrealised profits may be applied only in the paying up in full of unissued shares of the Company.</p>	<p>Article 139</p> <p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund including the profit and loss account whether or not the same is available for distribution and accordingly that the amount to be capitalised be set free for distribution among the Members or any class of Members who would be entitled to it if it were distributed by way of dividend and in the same proportions, on the footing that it is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by those Members respectively or in paying up in full of unissued shares, debentures or other obligations of the Company to be allotted and distributed credited as fully paid among those Members, or partly in one way and partly in the other, but so that, for the purposes of this Article, a share premium account and a capital redemption reserve fund, and any reserve or fund representing unrealised profits may be applied only in the paying up in full of unissued shares of the Company.</p>

No.	Existing articles	Amended articles
(45)	<p>Article 149</p> <p>Auditors shall be appointed and their duties regulated in accordance with the Companies Ordinance.</p>	<p>Article 145</p> <p>Auditors shall be appointed and their duties regulated in accordance with the Companies Ordinance. <u>Subject as otherwise provided by the Companies Ordinance, (a) the Company shall at each annual general meeting appoint Auditors to hold office from the conclusion of that meeting until the next annual general meeting; and (b) removal of Auditors prior to the expiration of their term of office and the appointment of Auditors following such removal, shall be by general meeting.</u></p>
(46)	N/A	<p><u>Article 145A</u></p> <p><u>Subject as otherwise provided by the Companies Ordinance, the remuneration of the Auditors shall be fixed by the Company in general meeting provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.</u></p>
(47)	<p>Article 150</p> <p>Any notice or document including any Corporate Communication to be given or issued by the Company may be served on or delivered to the recipient:</p> <p>(a) personally;</p> <p>(b) by sending it through the post in a prepaid envelope or wrapper addressed to such recipient at his registered address;</p> <p>(c) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, and for such period as the Board shall think fit to the extent permitted by, and in accordance with the Listing Rules and any other applicable law or regulations;</p>	<p>Article 146</p> <p>Any notice or document including any Corporate Communication to be given or issued by the Company may be served on or delivered to the recipient:</p> <p>(a) personally;</p> <p>(b) by sending it through the post in a prepaid envelope or wrapper addressed to such recipient at his registered address;</p> <p>(c) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, and for such period as the Board shall think fit to the extent permitted by, and in accordance with the Listing Rules and any other applicable law or regulations;</p>

No.	Existing articles	Amended articles
	<p>(d) by sending or transmitting it by electronic means in accordance with the Listing Rules and any other applicable law or regulations to such recipient at such telex or facsimile transmission number or electronic number or electronic address or computer network or website provided by him to the Company for the giving of notice or document provided that the Company has obtained his prior express positive confirmation in writing to receive such notice or document by electronic means;</p> <p>(e) by publishing it on the Company's computer network to the extent permitted by, and in accordance with the Listing Rules and any other applicable law or regulations and notifying such recipient by any of the means set out in paragraphs (a), (b), (c), (d) and (f) of this Article that such notice or document is so available; or</p> <p>(f) by sending or otherwise making available to such recipient through such means to the extent permitted by, and in accordance with, the Listing Rules and any other applicable law or regulations.</p>	<p>(d) by sending or transmitting it by electronic means in accordance with the Listing Rules and any other applicable law or regulations to such recipient at such telex or facsimile transmission number or electronic number or electronic address or computer network or website provided by him to the Company for the giving of notice or document provided that the Company has obtained his prior express positive confirmation in writing to receive such notice or document by electronic means;</p> <p>(e) by publishing it on the Company's computer network (<u>including the Company's website</u>) to the extent permitted by, and in accordance with the Listing Rules and any other applicable law or regulations and notifying such recipient by any of the means set out in paragraphs (a), (b), (c), (d) and (f) of this Article that such notice or document is so available; or</p> <p>(f) by sending or otherwise making available to such recipient through such means to the extent permitted by, and in accordance with, the Listing Rules and any other applicable law or regulations.</p>

No.	Existing articles	Amended articles
(48)	<p data-bbox="296 257 826 427">Article 153</p> <p data-bbox="296 427 826 463">Any notice or document including any Corporate Communication given or issued by the Company:</p> <p data-bbox="296 470 826 810">(a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the secretary (or such other person appointed by the Board) that the notice or document was so served or delivered shall be conclusive evidence thereof;</p> <p data-bbox="296 846 826 1470">(b) if served or delivered by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post office, and in proving such service or delivery, it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office. A certificate in writing signed by the secretary (or such other person appointed by the Board) that the envelope or wrapper containing the notice or other document was so prepaid, addressed and put into such post office shall be conclusive evidence thereof;</p> <p data-bbox="296 1513 826 1719">(c) if served by advertisement in newspaper in accordance with Article 150(c), shall be deemed to have been served on the day on which such notice or document was so published; and</p>	<p data-bbox="858 257 1385 293">Article 149</p> <p data-bbox="858 321 1385 427">Any notice or document including any Corporate Communication given or issued by the Company:</p> <p data-bbox="858 470 1385 810">(a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the secretary (or such other person appointed by the Board) that the notice or document was so served or delivered shall be conclusive evidence thereof;</p> <p data-bbox="858 846 1385 1470">(b) if served or delivered by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post office, and in proving such service or delivery, it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office. A certificate in writing signed by the secretary (or such other person appointed by the Board) that the envelope or wrapper containing the notice or other document was so prepaid, addressed and put into such post office shall be conclusive evidence thereof;</p> <p data-bbox="858 1513 1385 1719">(c) if served by advertisement in newspaper in accordance with Article 150-146(c), shall be deemed to have been served on the day on which such notice or document was so published; and</p>

No.	Existing articles	Amended articles
	<p>(d) if sent or transmitted by electronic means in accordance with Article 150(d) or through such means in accordance with Article 150(f), shall be deemed to have been served or delivered at the time of the relevant despatch or transmission. A notice or document published in the Company's computer network in accordance with Article 150(e) shall be deemed to have been served or delivered on the following day immediately after the recipient has been notified of such publication. In proving such service or delivery, a certificate in writing signed by the secretary (or such other person appointed by the Board) as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence provided that, in the case of any transmission by electronic means, no notification was received by the sender that such notice or document so transmitted has not reached its recipient, but further provided that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document so served.</p>	<p>(d) if sent or transmitted by electronic means in accordance with Article 150<u>146</u>(d) or through such means in accordance with Article 150<u>146</u>(f), shall be deemed to have been served or delivered at the time of the relevant despatch or transmission; <u>and</u></p> <p>(e) A notice or document if published in the Company's computer network <u>(including the Company's website)</u> in accordance with Article 150<u>146</u>(e) shall be deemed to have been served, <u>received</u> or delivered on the following day immediately after the recipient has been notified of such publication. In proving such service or delivery, a certificate in writing signed by the secretary (or such other person appointed by the Board) as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence provided that, in the case of any transmission by electronic means, no notification was received by the sender that such notice or document so transmitted has not reached its recipient, but further provided that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document so served when it is so published.</p>
(49)	N/A	<p><u>Article 149B</u></p> <p><u>A member may request the Company to send or supply any Corporate Communication in hard copy form or in electronic mean by sending a notice to the Company as prescribed in the relevant regulations or in the manner as specified by the Company from time to time.</u></p>

In case of inconsistency between the Chinese and English versions of the Articles of Association, the English version shall prevail.

NOTICE OF AGM



Hong Kong Technology Venture Company Limited 香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 1137)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Hong Kong Technology Venture Company Limited (“**Company**”) will be held as a physical meeting at Ground Floor, HKTVMultimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Tuesday, 2 June 2026 at 10:00 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2025.
2.
 - (a) To re-elect Ms. Wong Nga Lai, Alice as a director of the Company.
 - (b) To re-elect Mr. Lau Chi Kong as a director of the Company.
 - (c) To re-elect Mr. Yeung Chu Kwong as a director of the Company.
 - (d) To authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint Messrs. KPMG as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions (with or without modification) as resolutions of the Company:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to sub-paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with additional shares in the Company (including any sale or transfer of treasury shares (if any)) or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make, issue or grant offers, agreements or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in sub-paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make, issue or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) Rights Issue (as defined below), (ii) the exercise of the rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company and from time to time outstanding, (iii) any share option scheme(s) or similar arrangement for the time being adopted for the grant or issue to eligible participants of rights to acquire shares of the Company, or (iv) any shares allotted in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the number of shares of the Company in issue (excluding any treasury shares) as at the date of the passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:

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

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

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

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5. **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and regulations, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution and the said approval shall 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 of the Company or any applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. **“THAT,** subject to the passing of ordinary resolutions Nos. 4 and 5 above, the authority granted to the directors of the Company pursuant to the ordinary resolution No. 4 above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution No. 5 above, provided that such extended amount so repurchased shall not be more than 10% of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing this resolution.”

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SPECIAL RESOLUTION

7. “**THAT** the existing articles of association of the Company be hereby amended as detailed in Appendix III of the circular of the Company dated 27 April 2026 and that the new articles of association produced at the meeting and initialed by the chairman of this meeting for the purposes of identification be and is hereby generally and unconditionally approved, and that any of the directors of the Company shall be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient to effect the said amendments.”

By Order of the Board
Hong Kong Technology Venture Company Limited
Wong Nga Lai, Alice
*Executive Director, Group Chief Financial Officer
and Company Secretary*

Hong Kong, 27 April 2026

Registered Office:

HKTV Multimedia and Ecommerce Centre
No. 1 Chun Cheong Street
Tseung Kwan O Industrial Estate
New Territories
Hong Kong

Notes:

1. Every member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint persons be present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarised copy thereof must be delivered to the Company’s share registrar (“**Share Registrar**”), Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

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4. For the purpose of ascertaining shareholders' rights of attending and voting at the meeting, the register of members of the Company ("**Register of Members**") will be closed as set out below:

— Latest time to lodge transfer documents for registration with the Share Registrar	At 4:30 pm on Wednesday, 27 May 2026
— Closure of the Register of Members	Thursday, 28 May 2026 to Tuesday, 2 June 2026 (both days inclusive)
— Record date	Tuesday, 2 June 2026

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the aforementioned latest time.

5. With regard to item 2 in this notice, the board of directors of the Company proposes that the retiring directors, namely Ms. Wong Nga Lai, Alice, Mr. Lau Chi Kong and Mr. Yeung Chu Kwong be re-elected as directors of the Company. The biographical details of these directors are set out in Appendix II to the circular of the Company to the shareholders dated 27 April 2026.
6. As at the date of this notice, the executive directors of the Company are Mr. Cheung Chi Kin, Paul, Mr. Wong Wai Kay, Ricky (Vice Chairman and Group Chief Executive Officer), Ms. Wong Nga Lai, Alice (Group Chief Financial Officer and Company Secretary), Mr. Lau Chi Kong (Chief Executive Officer (International Business)) and Ms. Zhou Huijing (Chief Executive Officer (Hong Kong)) and the independent non-executive directors are Mr. Mak Wing Sum, Alvin (Chairman), Mr. Peh Jefferson Tun Lu, Mr. Ann Yu Chiu, Andy and Mr. Yeung Chu Kwong.