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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in **Life Concepts Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**LIFE CONCEPTS**

**Life Concepts Holdings Limited**

**生活概念控股有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8056)**

**(I) PROPOSALS FOR RE-ELECTION OF DIRECTORS;  
(II) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;  
(III) ADOPTION OF THE NEW BYE-LAWS;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2024 AGM to be held at Portion 2, 12/F, The Centre, 99 Queen’s Road, Central, Hong Kong on Friday, 30 August 2024 at 2:30 p.m. is set out on pages 43 to 48 of this circular. A form of proxy for use in connection with the 2024 AGM is enclosed with this circular.

If you are not able to attend the 2024 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2024 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or its adjournment should you so wish. If you attend and vote in person at the 2024 AGM, the authority of your proxy will be revoked.

*This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from its date of publication and on the Company’s website at [www.lifeconcepts.com](http://www.lifeconcepts.com).*

7 August 2024

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## CHARACTERISTICS OF GEM

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

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

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## CONTENTS

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|   | <i>Page</i> |
|---|-------------|
| <b>DEFINITIONS</b> .....  | 1           |
| <b>LETTER FROM THE BOARD</b>  |             |
| Introduction .....  | 4           |
| Re-election of Directors .....  | 5           |
| General Mandates to Issue and Buy Back Shares .....   | 5           |
| Extension of General Mandates to Issue Shares .....   | 6           |
| Proposed Amendments to the Existing Bye-laws and Adoption of New Bye-laws .....             | 6           |
| 2024 AGM and Proxy Arrangement .....  | 7           |
| Voting By Poll .....  | 7           |
| Responsibility Statement .....  | 8           |
| Recommendation .....  | 8           |
| General Information .....   | 8           |
| <b>APPENDIX I — DIRECTORS PROPOSED TO BE RE-ELECTED</b> .....                               | 9           |
| <b>APPENDIX II — EXPLANATORY STATEMENT ON THE SHARE BUY-BACK<br/>MANDATE</b> .....          | 11          |
| <b>APPENDIX III — PARTICULARS OF PROPOSED AMENDMENTS TO THE<br/>EXISTING BYE-LAWS</b> ..... | 14          |
| <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....   | 43          |

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## DEFINITIONS

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

|                              |   |
|------------------------------|---|
| “2024 AGM”                   | the annual general meeting of the Company to be held at Portion 2, 12/F, The Centre, 99 Queen’s Road, Central, Hong Kong on Friday, 30 August 2024 at 2:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the 2024 AGM Notice |
| “2024 AGM Notice”            | the notice dated 7 August 2024 for convening the 2024 AGM set out on pages 43 to 48 of this circular  |
| “associate(s)”               | has the meaning ascribed thereto under the GEM Listing Rules  |
| “Audit Committee”            | the audit committee of the Board  |
| “Board”                      | the board of Directors  |
| “Bye-laws”                   | the bye-laws of the Company as amended, supplemented or otherwise modified from time to time  |
| “CCASS”                      | The Central Clearing and Settlements System established and operated by the Hong Kong Securities Clearing Company Limited   |
| “close associate(s)”         | has the meaning ascribed thereto under the GEM Listing Rules  |
| “Company”                    | Life Concepts Holdings Limited 生活概念控股有限公司, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 8056)   |
| “controlling shareholder(s)” | has the meaning ascribed thereto under the GEM Listing Rules  |
| “core connected person(s)”   | has the meaning ascribed thereto under the GEM Listing Rules  |
| “Director(s)”                | the director(s) of the Company  |
| “ED(s)”                      | executive Director(s)   |
| “Existing Bye-Laws”          | the existing bye-laws of the Company as of the date of this circular, as amended, supplemented and/or otherwise modified from time to time  |
| “GEM”                        | GEM of the Stock Exchange   |

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## DEFINITIONS

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|---------------------------|---|
| “GEM Listing Rules”       | the Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended, supplemented or otherwise modified from time to time   |
| “Group”                   | the Company and its subsidiaries  |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC  |
| “INED(s)”                 | independent non-executive Director(s)   |
| “Issue Mandate”           | a general and unconditional mandate proposed to be granted to the Directors to allot and issue Shares with an aggregate number not exceeding 20% of the number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution no. 5(A) of the 2024 AGM Notice |
| “Latest Practicable Date” | 6 August 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular  |
| “New Bye-Laws”            | the new bye-laws of the Company incorporating all the Proposed Amendments, proposed to be adopted at the 2024 AGM   |
| “Nomination Committee”    | the nomination committee of the Board   |
| “PRC”                     | the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular   |
| “Proposed Amendments”     | the proposed amendments to the Existing Bye-Laws as set out in Appendix III to this circular  |
| “Remuneration Committee”  | the remuneration committee of the Board   |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time  |
| “Share(s)”                | ordinary share(s) of par value US\$0.001 each in the share capital of the Company   |

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## DEFINITIONS

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|------------------------------|--|
| “Share Buy-back Mandate”     | a general and unconditional mandate proposed to be granted to the Directors to buy back Shares with an aggregate number not exceeding 10% of the number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution no. 5(B) of the 2024 AGM Notice |
| “Shareholder(s)”             | holder(s) of the Share(s)  |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited  |
| “subsidiary(ies)”            | has the meaning ascribed thereto under the GEM Listing Rules   |
| “substantial shareholder(s)” | has the meaning ascribed thereto under the GEM Listing Rules   |
| “Takeovers Code”             | the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administrated by the Securities and Futures Commission of Hong Kong  |
| “Treasury Shares”            | has the meaning ascribed to it under the GEM Listing Rules which came into effect on 11 June 2024  |
| “%”                          | per cent.  |

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LETTER FROM THE BOARD

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**LIFE CONCEPTS**

**Life Concepts Holdings Limited**

**生活概念控股有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8056)**

*EDs:*

Mr. XU Qiang (*Chairman and Chief Executive Officer*)

Mr. LIU Guowei

Mr. YU Quansheng

Ms. WU Liyu

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton, HM 12

Bermuda

*INEDs:*

Mr. HUI Hung Kwan

Mr. BIAN Hongjiang

Mr. CHEN Wenrui

*Head Office and Principal Place of*

*Business in Hong Kong:*

Room 806, 8/F

Stelux House

698 Prince Edward Esat, San Po Kong

Kowloon, Hong Kong

7 August 2024

*To the Shareholders,*

Dear Sir or Madam,

**(I) PROPOSALS FOR RE-ELECTION OF DIRECTORS;  
(II) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;  
(III) ADOPTION OF THE NEW BYE-LAWS;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the 2024 AGM. These include ordinary resolutions relating to, among other matters, (i) the re-election of the Directors; (ii) the granting to the Directors of the Share Buy-back Mandate and the Issue Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased under the Share Buy-back Mandate and (iv) the Proposed Amendments and the proposed adoption of the New Bye-laws.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of seven (7) Directors, namely Mr. XU Qiang, Mr. LIU Guowei, Mr. YU Quansheng and Ms. WU Liyu as EDs; and Mr. HUI Hung Kwan, Mr. BIAN Hongjiang and Mr. CHEN Wenrui as INEDs.

In accordance with Bye-Law 102(b) of Bye-Laws, Mr. Yu Quansheng and Ms. Wu Liyu shall retire at the forthcoming AGM and, being eligible, will offer himself/herself for re-election.

In accordance with Bye-Law 99 of Bye-Laws, Mr. Xu Qiang, Mr. Hui Hung Kwan, Mr. Yu Quansheng and Ms. Wu Liyu (collectively, the “**Retiring Directors**”) shall retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

The Nomination Committee had evaluated the performance of the Retiring Directors and found their performance satisfactory. The Nomination Committee also considered that the Retiring Directors’ experience, skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, upon the nomination of the Nomination Committee, the Board has recommended that both the Retiring Directors stand for re-election as Directors at the 2024 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board Meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2024 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

Details of the Retiring Directors to be re-elected are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

On 28 September 2023, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to allot, issue or otherwise deal with additional Shares up to 20% of the total number of Shares in issue as at that date (the “**Existing Issue Mandate**”), being 379,658,181 Shares; and (ii) to buy back Shares up to 10% of the total number of Shares in issue as at that date (the “**Existing Buy-back Mandate**”), being 189,829,090 Shares.

The Existing Issue Mandate and the Existing Buy-back Mandate will expire upon the conclusion of the 2024 AGM. The Directors consider that the Existing Issue Mandate and the Existing Buy-back Mandate are in the interests of both the Company and the Shareholders as a whole.

An exercise of the Existing Issue Mandate enables the Company to raise additional capital of the Company from time to time. An exercise of the Existing Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share. Consequently, the Board recommends that these mandates be renewed by the Company at the 2024 AGM.



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## LETTER FROM THE BOARD

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An ordinary resolution will be proposed at the 2024 AGM to approve the granting of the Issue Mandate to Directors to allot, issue or otherwise deal with additional Shares up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. Subject to the passing of the relevant resolution and assuming that no further Shares are issued or bought back by the Company after the Latest Practicable Date and before the 2024 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 453,658,181 Shares, representing 20% of the total number of Shares in issue of the Company.

In addition, an ordinary resolution will be proposed at the 2024 AGM to approve the granting of the Share Buy-back Mandate to Directors to buy back Shares up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution.

An explanatory statement containing the particulars required by the GEM Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 5(B) to be proposed at the 2024 AGM in relation to the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

The Directors, as at the date hereof, wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

### **EXTENSION OF GENERAL MANDATES TO ISSUE SHARES**

Subject to the passing of the respective ordinary resolutions to grant the Issue Mandate and Share Buy-back Mandate, an ordinary resolution authorising the extension of the Issue Mandate to include the number of Shares bought back (if any) under the Share Buy-back Mandate will also be proposed at the 2024 AGM.

### **PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF NEW BYE-LAWS**

The Board proposed to amend the Existing Bye-Laws by way of adoption of the New Bye-Laws in order to (i) conform to the set of 14 “Core Standards” of shareholder protections for issuers as set out in Appendix A1 to the GEM Listing Rules; (ii) allow general meetings to be held as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion and to include provisions regulating such meetings; (iii) bring the bye-laws of the Company in line with the relevant requirements of the GEM Listing Rules in respect of, inter alia, the electronic dissemination of corporation communication by the listed issuers and Treasury Shares and the applicable Bermuda laws; and (iv) incorporate certain other housekeeping amendments, including consequential amendments in line with the Proposed Amendments.

Details of the Proposed Amendments (with mark-ups showing changes from the Existing Bye-Laws) are set out in Appendix III to this circular. Shareholders are advised that the Proposed Amendments and the New Bye-Laws are prepared in English, and the Chinese translation of the same is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

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## LETTER FROM THE BOARD

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The Board proposes to adopt the New Bye-Laws (with the inclusion of the Proposed Amendments) in substitution for, and to the exclusion of, the Existing Bye-Laws. The Proposed Amendments and the proposed adoption of the New Bye-Laws are subject to the approval of the Shareholders by way of a special resolution at the 2024 AGM and will take immediate effect upon the passing of the said special resolution. Prior to the passing of the special resolution at the 2024 AGM, the Existing Bye-Laws shall remain valid. The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and are not inconsistent with the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a Bermuda incorporated company listed on the Stock Exchange.

### 2024 AGM AND PROXY ARRANGEMENT

The notice of 2024 AGM is set out on pages 43 to 48 of this circular. At the 2024 AGM, resolutions will be proposed to approve, among others, the re-election of Directors, the granting of the Issue Mandate and Share Buy-back Mandate and the extension of Issue Mandate by the additional thereto of the number of Shares bought back pursuant to the Share Buy-back Mandate.

A form of proxy for use in connection with the 2024 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange and the Company. If you are not able to attend the 2024 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited located at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not later than 48 hours before the time appointed for holding the 2024 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from subsequently attending and voting in person at the 2024 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes in person at the 2024 AGM, the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the 2024 AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the 2024 AGM Notice will be put to vote by way of poll at the 2024 AGM. An announcement on the results of the vote by poll will be made by the Company after the 2024 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules. For the avoidance of doubt and for the purpose of the GEM Listing Rules, holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the 2024 AGM.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility for the contents of this circular, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material 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.

### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of (i) the re-election of the Directors, (ii) the grant of general mandates to issue and buy back Shares and to add the aggregate number of Shares that may be bought back to the aggregate number of the Shares that may be allotted pursuant to the Issue Mandate and the proposed special resolutions for the Proposed Amendments and the proposed adoption of the New Bye-laws are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the 2024 AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**Life Concepts Holdings Limited**  
**XU Qiang**  
*Chairman, Executive Director and  
Chief Executive Officer*

*The biographical details of the Directors proposed to be re-elected at the 2024 AGM are set out as follows:*

Save as disclosed herein and as at the Latest Practicable Date, each of the following Retiring Directors proposed for re-election:

- (a) did not hold any other directorship in the listed public companies in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he have any other relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of each of the following Retiring Directors.

#### EDs

**Mr. Xu Qiang** (徐強), aged 40, was appointed as an executive Director, the chairman of the Board and chief executive officer of the Company on 3 July 2023. He is the chairman of the nomination committee of the Board (the “**Nomination Committee**”) and a member of remuneration committee of the Board (the “**Remuneration Committee**”). He graduated from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC, studying International Economic Law. He is a Chartered Financial Practitioner of the Asia Pacific Financial Services Association (APFinSA). He was the investment director of asset management department in Jialian Rongfeng Investment Development Management Limited (嘉聯融豐投資發展管理有限公司) from 2009 to 2012 and involved in private equity, initial public offerings and mergers and acquisitions projects. From 2012 to 2015, Mr. Xu served as a fund manager in an offshore fund and was responsible for managing and hedging of international derivatives products. Mr. Xu is also familiar with asset management, risk management and business strategic planning. From February 2017 to December 2020, Mr. Xu served as an executive director of China Creative Global Holdings Limited (中創環球控股有限公司), a company delisted on the Stock Exchange (Stock Code:1678) in July 2022.

Mr. Xu has entered into a letter of appointment with the Company for a term of three years commencing from 3 July 2023 and subject to retirement by rotation and re-election pursuant to the Bye-laws and the GEM Listing Rules. The annual remuneration of Mr. Xu is HK\$360,000, which was determined by the Board on recommendation of the remuneration committee of the Company in accordance with his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

**Mr. Yu Quansheng** (余權勝), aged 47, was appointed as an executive Director on 5 January 2024. He has more than 10 years of experience in corporate management and strategic management. From January 2008 to December 2017, Mr. Yu served as the general manager of Guangdong Zhongming Technology Co., Ltd.\* (廣東中明科技有限公司). He is currently a chief executive officer of Anhui Zhongxian Smart Robot Co., Ltd.\* (安徽中顯智能機器人有限公司), responsible for the strategic planning and decision making. Mr. Yu obtained a master's degree in business administration from the Brest Business School in April 2024.

Mr. Yu has entered into a letter of appointment with the Company in respect of his appointment as an executive Director for a term of three years. Mr. Yu is subject to retirement by rotation and re-election at the following annual general meeting in accordance with the bye-laws of the Company. Under the said letter of appointment, Mr. Yu is entitled to a director's fee of HK\$20,000 per month. The aforementioned director's fee was determined by the Board with reference to Mr. Yu's relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

**Ms. Wu Liyu** (吳麗玉), aged 38, was appointed as an executive Director on 22 March 2024. She has extensive experience in the food industry and production site management in large and medium-sized food production enterprises. She is familiar with export health registration applications and production license applications. She is currently a director of Shenzhen Peptide Youyuan Food Technology Co., Ltd. (深圳市肽友緣食品科技有限公司), responsible for the research, production, and sales of self-heating food product series. Ms. Wu graduated from Guangdong Medical College in 2013, studying nursing.

Ms. Wu has entered into a letter of appointment with the Company in respect of her appointment as an executive Director for a term of three years. Ms. Wu is subject to retirement by rotation and re-election at the following annual general meeting in accordance with the bye-laws of the Company. Under the said letter of appointment, Ms. Wu is entitled to a director's fee of HK\$20,000 per month. The aforementioned director's fee was determined by the Board with reference to Ms. Wu's relevant experience and qualifications, her duties and responsibilities in the Company as well as the prevailing market condition.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Hui Hung Kwan** (許鴻群), aged 52, was appointed as an independent non-executive Director on 4 August 2023. He is also the chairman of the audit committee of the Board (the "**Audit Committee**") and a member of each of the Remuneration Committee and the Nomination Committee. He is currently an independent non-executive Director of Shanghai Kindly Medical Instruments Co., Ltd (上海康德萊醫療器械股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1501) since December 2018, and the company secretary of Wuxi Life International Holdings Group Limited (formerly known as Aurum Pacific (China) Group Limited (奧栢中國集團有限公司)), a company listed on the GEM Board of the Stock Exchange (stock code: 8148) since May 2023.

Mr. Hui has entered into a letter of appointment with the Company in respect of his appointment as the independent non-executive Director for a term of three years. Mr. Hui is subject to retirement by rotation and re-election at next following annual general meeting in accordance with the bye-laws of the Company. Under the said letter of appointment, Mr. Hui is entitled to a director's fee of HK\$10,000 per month. The aforementioned director's fee was determined by the Board with reference to Mr. Hui's relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

\* For identification purpose only

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2024 AGM in relation to the granting of the Share Buy-back Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,268,290,908 Shares.

Subject to the passing of the ordinary resolution set out in item 5(B) of the 2024 AGM Notice in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged up to the date of the 2024 AGM, i.e. being 2,268,290,908 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 2,268,290,908 Shares, representing 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of the 2024 AGM.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its bye-laws, the applicable laws of Bermuda and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE BUY-BACK**

There might 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 of the Company for the year ended 31 March 2024) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5.    SHARE PRICES**

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

| <b>Month</b>                               | <b>Highest<br/>HK\$</b> | <b>Lowest<br/>HK\$</b> |
|--|-------------------------|------------------------|
| <b>2023</b>                                |                         |                        |
| September                                  | 0.145                   | 0.030                  |
| October                                    | 0.084                   | 0.031                  |
| November                                   | 0.041                   | 0.028                  |
| December                                   | 0.033                   | 0.013                  |
| <b>2024</b>                                |                         |                        |
| January                                    | 0.023                   | 0.015                  |
| February                                   | 0.028                   | 0.015                  |
| March                                      | 0.029                   | 0.015                  |
| April                                      | 0.030                   | 0.016                  |
| May  | 0.022                   | 0.016                  |
| June                                       | 0.021                   | 0.015                  |
| July                                       | 0.021                   | 0.014                  |
| August (up to the Latest Practicable Date) | 0.013                   | 0.010                  |

**6.    GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make purchases pursuant to the proposed resolution in relation to the Share Buy-back Mandate in accordance with the GEM Listing Rules and the laws of Bermuda where the Company is incorporated. The Company may cancel any repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC Nominees Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or



cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

## **7. TAKEOVERS CODE**

Upon the exercise of the power to buy-back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, no person (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of buy-back, the exercise of the Share Buy-back Mandate whether in whole or in part will result in the aggregate amount of the issued share capital of the Company in the public hands falling below the prescribed minimum percentage of 25% (after deducting Treasury Shares, if any) as required by the GEM Listing Rules. The Directors confirm that the Share Buy-back Mandate will not be exercised to the extent as may result in a public shareholding falling below the prescribed minimum percentage.

## **8. SHARE BUY-BACK MADE BY THE COMPANY**

In the six months preceding the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).



*The following are the proposed amendments to the Bye-Laws. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Bye-Laws. If the serial numbering of the provisions of the Bye-Laws changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Bye-Laws as so amended shall be changed accordingly, including cross-references.*

*Note: The Bye-Laws is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.*

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |
|---------------|---|
| Cover Page    | <p style="text-align: center;"><b>NEW BYE-LAWS</b></p> <hr/> <p style="text-align: center;"><b>Life Concepts Holdings Limited</b><br/>生活概念控股有限公司</p> <hr/> <p style="text-align: center;">(as adopted by a Resolution passed on <u>30 August 2024</u> <del>15 August 2022</del> and effective on <u>6 September 2022</u>).</p>                                  |
| Heading       | <p style="text-align: center;"><b>NEW BYE-LAWS</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>Life Concepts Holdings Limited</b><br/>生活概念控股有限公司</p> <p style="text-align: center;">(as adopted by a Resolution passed on <u>30 August 2024</u> <del>15 August 2022</del> and effective on <u>6 September 2022</u>).</p> |

| Provision No.                     | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
|-----------------------------------|---|---|------|---------|---------------------|---|-----------------------------|---|-------------------|---|---------------------|---|-----------------------------------|---|--------------------------------|--|-----------------------------|---|--------------|--|
| 1.                                | (A)   | <p>The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:</p> <table><tr><th>WORD</th><th>MEANING</th></tr><tr><td><u>“clear days”</u></td><td><u>in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</u></td></tr><tr><td><u>“Close Associate(s)”</u></td><td><u>shall have the same meaning as defined in the Listing Rules mean in relation to any Director, shall have the same meaning defined in the Listing Rules, except that for purposes of Bye-Law 98 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meanings as that ascribed to “associate” in the Listing Rules;</u></td></tr><tr><td><u>“Director”</u></td><td><u>shall mean</u><del>means</del> a director of the Company;</td></tr><tr><td><u>“electronic”</u></td><td>shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the <u>ETA Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u></td></tr><tr><td><u>“electronic communication”</u></td><td><u>shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u></td></tr><tr><td><u>“electronic facilities”</u></td><td><u>shall include, without limitation, website address, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</u></td></tr><tr><td><u>“electronic meeting”</u></td><td><u>shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;</u></td></tr><tr><td><u>“ETA”</u></td><td><u>shall mean the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u></td></tr></table> | WORD | MEANING | <u>“clear days”</u> | <u>in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</u> | <u>“Close Associate(s)”</u> | <u>shall have the same meaning as defined in the Listing Rules mean in relation to any Director, shall have the same meaning defined in the Listing Rules, except that for purposes of Bye-Law 98 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meanings as that ascribed to “associate” in the Listing Rules;</u> | <u>“Director”</u> | <u>shall mean</u> <del>means</del> a director of the Company; | <u>“electronic”</u> | shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the <u>ETA Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u> | <u>“electronic communication”</u> | <u>shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u> | <u>“electronic facilities”</u> | <u>shall include, without limitation, website address, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</u> | <u>“electronic meeting”</u> | <u>shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;</u> | <u>“ETA”</u> | <u>shall mean the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u> |
| WORD                              | MEANING   |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“clear days”</u>               | <u>in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</u>   |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“Close Associate(s)”</u>       | <u>shall have the same meaning as defined in the Listing Rules mean in relation to any Director, shall have the same meaning defined in the Listing Rules, except that for purposes of Bye-Law 98 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meanings as that ascribed to “associate” in the Listing Rules;</u> |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“Director”</u>                 | <u>shall mean</u> <del>means</del> a director of the Company;   |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“electronic”</u>               | shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the <u>ETA Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u>   |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“electronic communication”</u> | <u>shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u>   |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“electronic facilities”</u>    | <u>shall include, without limitation, website address, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</u>  |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“electronic meeting”</u>       | <u>shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;</u>   |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |
| <u>“ETA”</u>                      | <u>shall mean the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u>  |   |      |         |                     |   |                             |   |                   |   |                     |   |                                   |   |                                |  |                             |   |              |  |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |  |
|---------------|--|--|
|               | <p><u>“hybrid meeting”</u> shall mean a general meeting convened for the (i) physical attendance by shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations; and (ii) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;</p> <p><u>“Meeting Location”</u> has the meaning given to in Bye-law 69A;</p> <p><u>“physical meeting”</u> shall mean a general meeting held and conducted by physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</p> <p><u>“Principal Meeting Place”</u> shall have the meaning given to it in Bye-law 63(B);</p> <p><u>“Statutes”</u> shall mean the Companies Act, the <del>Electronic Transactions Act 1999 of Bermuda</del>ETA, and every other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these Bye-Laws;</p> |  |
|               | <p><u>“Transfer Office”</u> shall mean the place where the Principal Register is <del>situated</del><u>situate</u> for the time being; <del>and</del></p> <p><u>“Treasury Share(s)”</u> shall mean a share of the Company that was or is treated as <u>having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled; and</u></p>   |  |
|               | (B)  | <p>In these Bye-Laws, unless there be something in the subject or context inconsistent herewith:</p> <p>words denoting the singular shall include the plural and words denoting the plural shall include the singular;</p> <p>words importing any gender shall include <del>both every</del> <u>both</u> gender <del>and the neuter</del> and words importing persons shall include partnerships, firms, companies and corporations;</p> |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |
|---------------|--|
|               | <p>subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye-Laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-Laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere;<del>and</del></p> <p><u>expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the shareholder’s election comply with all applicable Statutes, rules and regulations;</u></p> <p>references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p> <p><u>references to a document (including, but without limitation, a resolution in writing) being signed executed include references to it being signed or executed under hand or under Seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u></p> <p><u>references to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-laws and any shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u></p> |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |   |
|---------------|---|---|
|               |   | <p><u>references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and all other applicable laws, rules and regulations or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u></p> <p><u>references to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</u></p> <p><u>where a shareholder is a corporation, any reference in these Bye-laws to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder.</u></p> |
|               | (E)   | <p><u>A resolution shall be an Extraordinary Resolution when it has been passed by a majority of not less than two-thirds of the votes cast by such shareholders as, being entitled so to do, vote in person or, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.</u></p>  |
|               | (F)<br>(E)  | <p><u>A Special Resolution and an Extraordinary Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Bye-Laws or the Statutes.</u></p>   |
|               | (G)   | <p><u>To the extent any provision in these Bye-Laws contradicts or is inconsistent with any provision of Part II or Part III of the ETA or Section 2AA of the Companies Act, the provisions in these Bye-Laws shall prevail; they shall be deemed as an agreement between the Company and the shareholders to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable.</u></p>   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |  |
|---------------|---|--|
| 5.            | (A)   | For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated <del>either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or</del> with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class and that any holder of shares of the class present in person or by proxy or by a duly authorised corporate representative may demand a poll. |
| 6.            | (A)   | The authorised share capital of the Company at the date on which these Bye-Laws come into effect is US\$100,000,000 divided into 100,000,000,000 shares of US\$0.001 each.   |
|               | (B)   | Subject to the Statutes, the power contained in the Memorandum of Association for the Company to purchase <u>its own shares for cancellation or the power to</u> otherwise acquire its shares <u>to be held as Treasury Shares in accordance with the Statutes,</u> shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. <u>Subject to the Statutes, these Bye-Laws and the Listing Rules, any Treasury Shares held by the Company will be at the disposal of the Board, which may elect to hold all or any of the Treasury Shares, dispose of or transfer all or any of the Treasury Shares for cash or other consideration, or cancel all or any of the Treasury Shares.</u>   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |   |
|---------------|---|---|
|               | (C)   | <del>Subject to compliance with the Listing Rules and rules of any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company. Subject, where applicable, to the rules of any relevant stock exchange, the Company may in accordance with an employees' share scheme approved by the shareholders in general meeting provide money on such terms as the Board thinks fit for the acquisition of fully or partly paid shares in the Company or its holding company. For the purposes of this Bye-Law, an employees' share scheme is a scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of bona fide employees or former employees (including, notwithstanding Section 96 of the Companies Act, any such bona fide employee or former employee who is or was also a director) of the Company, a subsidiary of the Company or holding company or a subsidiary of the Company's holding company, or the wives, husbands, widows, widowers or children or step-children under the age of twenty-one of such employees or former employees.</del> |
|               | (D)   | <del>Subject, where applicable, to the rules of any relevant stock exchange, the Company, a subsidiary of the Company or holding company or a subsidiary of the Company's holding company may make loans to persons (including, notwithstanding Section 96 of the Companies Act, any such bona fide employee or former employee who is or was also a director) employed in good faith by the Company with a view to enabling those persons to acquire fully or partly paid shares in the Company or its holding company to be held by them by way of beneficial ownership.</del>  |
|               | (E)   | <del>The conditions subject to which money and loans are provided under paragraphs (C) and (D) of this Bye-Law may include a provision to the effect that when an employee ceases to be employed by the Company, the shares acquired with such financial assistance shall or may be sold to the Company on such terms as the Board thinks fit.</del>  |
| 14.           | (C)   | During the Relevant Period (except when the Register is closed), any shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to <u>the Companies Act and the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).</u>   |
| 24.           |   | Fourteen <u>(14)</u> days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |  |
|---------------|---|--|
| 42.           | If the Board shall refuse to register a transfer of any share, it shall, within two <u>(2)</u> months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.   |  |
| 44.           | The registration of transfers may be suspended and the register may be closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty <u>(30)</u> days in any year.  |  |
| 60.           | (A)   | Subject to the Companies Act, <del>the</del> <u>The</u> Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. The annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) and shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. |
| 61.           | All general meetings other than annual general meetings shall be called special general meetings. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held in such manner either: (a) as a physical meeting in any part of the world and at one or more locations as provided in Bye-law 69A, or (b) as a hybrid meeting, or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>   |  |
| 62.           | The Board may, whenever it thinks fit, convene a special general meeting, <del>and special general meetings shall also be convened on requisition, as provided by the Companies Act and, in default, may be convened by the requisitionists.</del> <u>and member or members holding, at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the board or the Secretary of the Company, to require a special general meeting to be called by the board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in accordance with the provisions of the Companies Act.</u> |  |



| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |   |
|---------------|---|---|
| 63.           | (A)   | <p>An annual general meeting of the Company shall be called by at least twenty-one <u>(21) clear days'</u> notice in writing, and a general meeting of the Company other than an annual general meeting shall be called by at least fourteen <u>(14) clear days'</u> notice in writing. <del>The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company,</del> provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-</p> <p>i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and</p> <p>ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together representing at least ninety-five per cent. of the total voting rights at the meeting of all the shareholders of the Company.</p> |
|               | (B)   | <p><u>The notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-law 69A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all shareholders other than to such shareholders as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a shareholder and to each of the Directors and the Auditors.</u></p>   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |
|---------------|--|
| 65.           | All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment <u>and removal</u> of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of ordinary or extra or special remuneration to the Directors.  |
| 65A.          | All <del>shareholders</del> <u>Shareholders</u> have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a <u>shareholder</u> <del>Shareholder</del> is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.  |
| 66.           | For all purposes the quorum for a general meeting shall be two <u>(2)</u> shareholders present in person or by duly authorised corporate representative or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.  |
| 67.           | If within fifteen <u>(15)</u> minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Bye-law 60(A) as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the meeting shall be dissolved <u>and at such time and place as shall be decided by the Board.</u>   |
| 69.           | Subject to Bye-law 69A, the <del>The</del> chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time <u>(or indefinitely)</u> and/or from place to place(s) and/or from one form to another (physical, hybrid meeting or electronic meeting) <u>as the meeting shall determine.</u> Whenever a meeting is adjourned for fourteen <u>(14)</u> days or more, at least seven <u>(7)</u> days' notice, specifying the <u>details set out in Bye-law 63(B)</u> <del>place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting</del> but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no shareholder shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |   |
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| <u>69A.</u>   | <u>(1)</u>  | <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the “<b>Meeting Location(s)</b>”). Any shareholder or any proxy attending and participating in such way or any shareholder participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u>   |
|               | <u>(2)</u>  | <u>All general meetings are subject to the following:</u>   |
|               | <u>(a)</u>  | <u>where a shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u>   |
|               | <u>(b)</u>  | <u>shareholders present in person or by proxy at a Meeting Location and/or shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that shareholders at all Meeting Locations and shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u>   |
|               | <u>(c)</u>  | <u>where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u> |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |   |
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|               | (d)   | if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Bye-laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting. |
| 69B.          | <p>The Board and/or, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or through electronic facilities; and the entitlement of any shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) or through electronic facilities shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</p> |   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |
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| 69C.          | <p data-bbox="344 342 1046 374"><u>If it appears to the chairman of the general meeting that:</u></p> <ol style="list-style-type: none"> <li data-bbox="408 421 1393 602">1. <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 69A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></li> <li data-bbox="408 644 1393 715">2. <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></li> <li data-bbox="408 757 1393 863">3. <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></li> <li data-bbox="408 906 1393 1012">4. <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></li> </ol> <p data-bbox="344 1055 1393 1272"><u>then, without prejudice to any other power which the chairman of the meeting may have under these Bye-laws or at common law, the chairman of the meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p> |
| 69D.          | <p data-bbox="344 1315 1393 1789"><u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises and/or the electronic facilities at which the meeting is held. Any decision made under this Bye-law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |     |  |     |  |     |   |     |   |
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| 69E.          | <p>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment or postponement of a meeting but before the adjourned or postponed meeting is held (whether or not notice of the adjourned or postponed meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place and/or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (physical meeting, electronic meeting or hybrid meeting) without approval from the shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-law shall be subject to the following:</p> <table border="1"> <tr> <td>(a)</td><td>when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);</td></tr> <tr> <td>(b)</td><td>when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine;</td></tr> <tr> <td>(c)</td><td>when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 69, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than forty-eight (48) hours before the time of the postponed or changed meeting; and</td></tr> <tr> <td>(d)</td><td>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the shareholders.</td></tr> </table> | (a) | when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting); | (b) | when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine; | (c) | when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 69, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than forty-eight (48) hours before the time of the postponed or changed meeting; and | (d) | notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the shareholders. |
| (a)           | when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);   |     |  |     |  |     |   |     |   |
| (b)           | when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine;   |     |  |     |  |     |   |     |   |
| (c)           | when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 69, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than forty-eight (48) hours before the time of the postponed or changed meeting; and  |     |  |     |  |     |   |     |   |
| (d)           | notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the shareholders.  |     |  |     |  |     |   |     |   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |
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| <u>69F.</u>   | <u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-laws 69C and 69H, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>  |
| <u>69G.</u>   | <u>Without prejudice to other provisions in Bye-laws 69A to 69F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>  |
| <u>69H.</u>   | <u>Without prejudice to Bye-laws 69A to 69G, and subject to the Statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no shareholder necessarily in physical attendance and without any particular Meeting Location being designated. Each shareholder or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that shareholders attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.</u> |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |  |
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| 70.           | (1)   | <u>A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person or by proxy shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views. Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:-</u> |
|               | (2)   | <u>In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</u>  |
|               | (iii)   | by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.   |
|               |   | <u>A demand by a person as proxy for a shareholder shall be deemed to be the same as a demand by the shareholder.</u>  |
|               | (3)   | Where a resolution is voted on by a show of hands, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.  |



| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |
|---------------|---|
| 71.           | <del>[Reserved] A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Bye-law 70, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier.</del>  |
| 72.           | <del>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Bye-laws or the applicable Statutes, rules, codes or regulations of any competent regulatory authority. Any poll on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.</del>  |
| 73.           | <del>In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.</del>   |
| 76.           | Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share), and on a show of hands every shareholder who is present in person or by a duly authorised corporate representative or by proxy shall have one vote. On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way. <u>Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u> |
| 77.           | Any person entitled under Bye-Law 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |  |
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| 80.           | (B)  | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive. |
| 82.           | The instrument appointing a proxy shall be in writing <u>and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.</u> |  |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |   |
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| 83.           | (1)   | <p>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-laws) and notice of termination of the authority of a proxy). If such an electronic address or electronic means of submission is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that electronic address or by such electronic means of submission, subject to any other limitations or conditions specified by the Company when providing the electronic address or electronic means of submission. Without limitation, the Company may from time to time determine that any such electronic address or electronic means of submission may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address or via its electronic means of submission in accordance with this Bye-law or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information.</p> |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |
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|               | <p>(2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), <u>or if the Company has provided an electronic address or electronic means of submission in accordance with the preceding paragraph, shall be received at the electronic address or electronic means of submission specified, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.</u> No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting <u>or a postponed meeting</u> where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting <del>in person</del> at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>                              |
| 84.           | <p>Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve (provided that this shall not preclude the use of the two-way form) <u>and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting.</u></p>  |
| 85.           | <p>The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-laws has not been received in accordance with the requirements of these Bye-laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-laws is not received in the manner set out in these Bye-laws, the appointee shall not be entitled to vote in respect of the shares in question.</u></p> |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |   |
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| 86.           | A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two <u>(2)</u> hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the <u>instrument of proxy</u> is used. |   |
| 87.           | (A)   | Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney <u>or under the hand of a duly authorized officer</u> , authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual shareholder of the Company <u>(including the right to speak and vote)</u> . References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one or more proxies. Nothing contained in this Bye-law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-law 81.  |
|               | (B)   | If a Clearing House (or its nominee) is a shareholder of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives, to the extent permitted by the Companies Act, at any meeting of the Company or at any meeting of any class of shareholders of the Company provided that, if more than one proxy or, corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if it were an individual shareholder including the right to vote and the right to speak. The number of persons a Clearing House (or its nominee) may appoint to act as its corporate representative or representatives shall not exceed the number of shares held by a Clearing House (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting. |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)   |  |
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| 89.           | The number of Directors shall not be less than two <u>(2)</u> . The Company shall keep at the Registered Office a register of its directors and officers in accordance with the Statutes.   |  |
| 101.          | The Company in general meeting shall from time to time fix and may from time to time by Ordinary Resolution increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall never be less than two <u>(2)</u> .  |  |
| 102.          | (B)   | The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director appointed by the Board under this Bye-law shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election <del>at such meeting</del> . Any Director appointed under this Bye-law shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. |
| 103.          | No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven days before the date of the general meeting. The period for lodgment of the notices required under this Bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than <u>seven (7)</u> days prior to the date of such general meeting. |  |
| 104.          | The Company may by Ordinary Resolution remove any Director (including a managing Director or other executive Director) before the expiration of his term of office notwithstanding anything <u>to the contrary</u> in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall be subject to retirement by rotation pursuant to Bye-law 99.   |  |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |
|---------------|--|
| 120.          | <p>The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two (2) Directors shall be a quorum. For the purpose of this Bye-Law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>  |
| 121.          | <p>A Director may, and the Secretary shall, on the request of a Director, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram <u>or by electronic means to an electronic</u><del>at the</del> address from time to time notified to the Company by such Director <u>or (if the recipient consents to it being made available on a website) by making it available on a website</u> or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.</p> |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |  |
|---------------|---|--|
| 140.          | (C)   | Notwithstanding any provisions in these Bye-laws, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting. |
| 162.          | (E)   | The requirement to send to a person referred to in Bye-law 162 the documents referred to in that provision or a summary financial report in accordance with Bye-law 162 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 162 and, if applicable, a summary financial report complying with Bye-law 162, on the Company's website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.  |
| 163.          | (B)   | The Company may by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by <del>or on the authority of the Company</del> by the shareholders in a general meeting by Ordinary Resolution in such manner as the shareholders may determine.  |



| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |  |
|---------------|--|--|
|               | (C)  | The shareholders may, at any general meeting convened and held in accordance with these Bye-laws, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office and shall, by <u>Extraordinary</u> <del>Ordinary</del> Resolution, at that meeting appoint new auditors in its place for the remainder of the term.   |
| 165.          | A person other than the incumbent Auditors shall not be capable of being appointed Auditors at a general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one (21) days before the general meeting, and the Company shall send a copy of any such notice to the incumbent Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the general meeting provided that the above requirements may be waived by notice in writing by the incumbent Auditors to the Secretary. |  |
| 167.          | (1)  | <u>Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such notice and document may be given or issued by the following means:</u> |
|               | (a)  | <u>by serving it personally on the relevant person;</u>  |
|               | (b)  | <u>by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</u>   |
|               | (c)  | <u>by delivering or leaving it at such address as aforesaid;</u>   |
|               | (d)  | <u>by placing an advertisement in appointed newspapers (as defined in the Companies Act) or other publication and where applicable, in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of The Stock Exchange of Hong Kong Limited;</u>  |
|               | (e)  | <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 167(4), subject to the Company complying with the Statues and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</u>   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |   |  |
|---------------|---|---|--|
|               |   | (f)   | <u>by publishing it on the Company's website or the website of The Stock Exchange of Hong Kong Limited, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person; or</u> |
|               |   | (g)   | <u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u>  |
|               | (2)   | <u>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u>  |  |
|               | (3)   | <u>Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</u>                   |  |
|               | (4)   | <u>Every shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.</u>   |  |
|               | (5)   | <u>Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 162 and 167 may be given in the English language only or in both the English language and the Chinese language.</u>   |  |
| 167(A).       | (1)   | <del>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.</del> |  |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws) |   |
|---------------|---|---|
|               | (2)   | Any notice or document to be given to or by any person pursuant to these Bye-laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in the Hong Kong. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published ("notice of availability"). |
|               | (3)   | Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.  |
| 167(B).       | (1)   | Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.  |
|               | (2)   | The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.   |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)  |     |   |     |   |     |  |
|---------------|--|-----|---|-----|---|-----|--|
| 169.          | <p data-bbox="344 342 1393 1044"><del>Any notice or other document; if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (i) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website.</del></p> <table border="1" data-bbox="344 1066 1393 1781"> <tr> <td data-bbox="344 1066 448 1427">(a)</td><td data-bbox="448 1066 1393 1427"><del>if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</del></td></tr> <tr> <td data-bbox="344 1427 448 1613">(b)</td><td data-bbox="448 1427 1393 1613"><del>if sent by electronic communication (other than by making it available on the Company's website or the website of The Stock Exchange of Hong Kong Limited), shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</del></td></tr> <tr> <td data-bbox="344 1613 448 1781">(c)</td><td data-bbox="448 1613 1393 1781"><del>if published on the Company's website or the website of The Stock Exchange of Hong Kong Limited, shall be deemed to have been served on the day on which the notice, document or publication first so appears on such website to which the relevant person may have access;</del></td></tr> </table> | (a) | <del>if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</del> | (b) | <del>if sent by electronic communication (other than by making it available on the Company's website or the website of The Stock Exchange of Hong Kong Limited), shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</del> | (c) | <del>if published on the Company's website or the website of The Stock Exchange of Hong Kong Limited, shall be deemed to have been served on the day on which the notice, document or publication first so appears on such website to which the relevant person may have access;</del> |
| (a)           | <del>if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</del>  |     |   |     |   |     |  |
| (b)           | <del>if sent by electronic communication (other than by making it available on the Company's website or the website of The Stock Exchange of Hong Kong Limited), shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</del>  |     |   |     |   |     |  |
| (c)           | <del>if published on the Company's website or the website of The Stock Exchange of Hong Kong Limited, shall be deemed to have been served on the day on which the notice, document or publication first so appears on such website to which the relevant person may have access;</del>   |     |   |     |   |     |  |

| Provision No. | Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)                                |   |
|---------------|--|---|
|               | (d)  | if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and |
|               | (e)  | if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.  |
| 173.          | The signature to any notice to be given by the Company may be written, <del>or</del> printed <u>or made electronically</u> . |   |

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## NOTICE OF ANNUAL GENERAL MEETING

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**LIFE CONCEPTS**

**Life Concepts Holdings Limited**

**生活概念控股有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8056)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Life Concepts Holdings Limited 生活概念控股有限公司 (the “**Company**” and the “**AGM**”, respectively) will be held at Portion 2, 12/F, The Centre, 99 Queen’s Road, Central, Hong Kong on Friday, 30 August 2024 at 2:30 p.m., for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (the “**Directors**”) and the independent auditor (the “**Independent Auditor**”) of the Company for the year ended 31 March 2024.
2.
  - (a) To re-elect Mr. Xu Qiang as an executive Director (the “**ED**”);
  - (b) To re-elect Mr. Yu Quansheng as an ED;
  - (c) To re-elect Ms. Wu Liyu as an ED;
  - (d) To re-elect Mr. Hui Hung Kwan as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remunerations.
4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the Independent Auditor and authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) “**THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares (including any sale or transfer of treasury shares of the Company out of treasury), or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise, and including any sale or transfer of treasury shares of the Company out of treasury) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the rights of subscription or conversion attaching to any securities which are convertible into Shares;
  - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;shall not exceed 20% of the aggregate number of the Shares in issue (excluding any shares of the Company that are held as treasury shares) at the date of the passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and “**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

**(B) “THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company (the “**Shares**”) may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue (excluding any shares of the Company that are held as treasury shares) at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this Resolution:

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

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

(C) **“THAT** conditional upon the passing of Resolutions nos. 5(A) and 5(B) as set out in the notice convening the annual general meeting (the **“Notice”**), the general and unconditional mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (the **“Shares”**) pursuant to Resolution no. 5(A) as set out in the Notice be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 5(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding Treasury Shares, if any) at the date of the passing of this Resolution.”

### SPECIAL RESOLUTION

6. To consider and, if thought fit, pass with or without modification, the following resolution as a special resolution:

**“THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III of the circular of the Company dated 7 August 2024 be and are hereby approved;
- (b) the amended and restated bye-laws of the Company (the **“New Bye-Laws”**) incorporating and consolidating the Proposed Amendments (a copy of which has been produced to this meeting and marked “A”, and initialed by the chairman of the meeting for the purposes of identification), be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company, with immediate effect after the close of the AGM; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) any one of the Directors and the Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things (including filing the New Bye-Laws with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and the adoption of the New Bye-Laws.”

By order of the Board  
**Life Concepts Holdings Limited**  
**Xu Qiang**  
*Chairman, Executive Director and*  
*Chief Executive Officer*

Hong Kong, 7 August 2024

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton, HM 12  
Bermuda

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

Room 806, 8/F  
Stelux House  
698 Prince Edward Esat, San Po Kong  
Kowloon, Hong Kong

*Notes:*

1. All resolutions set out in this notice of the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**” and “**GEM Listing Rules**”, respectively) and the results of the poll will be published on the respective websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the AGM or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the Bye-laws of the Company. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjournment should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. Where there are joint registered holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. For determining the entitlement to attend and vote at the AGM, the register of Members will be closed from Tuesday, 27 August 2024 to Friday, 30 August 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Monday, 26 August 2024.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the Board comprises Mr. Xu Qiang (Chairman and Chief Executive Officer), Mr. Liu Guowei, Mr. Yu Quansheng and Ms. Wu Liyu as executive Directors; and Mr. Hui Hung Kwan, Mr. Bian Hongjiang and Mr. Chen Wenrui as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at [www.lifeconcepts.com](http://www.lifeconcepts.com).*