
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Digital Video Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Digital Video Holdings Limited

中國數字視頻控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8280)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
(3) PROPOSED ADOPTION OF THE EIGHTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
(4) PROPOSED RE-APPOINTMENT OF THE AUDITORS
AND
(5) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (the “AGM”) to be held at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC at 10:00 a.m. on Wednesday, 23 September 2026 is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cdv.com).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM or any adjourned meeting thereof if they so wish, and in such event the form of proxy shall be deemed to be revoked.

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

31 August 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC at 10:00 a.m. on Wednesday, 23 September 2026 to consider and, if thought fit, to approve the resolutions contained in the AGM Notice, or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular
“Announcement”	the announcement of the Company dated 21 August 2026 in relation to, among other things, the Proposed Amendments and the proposed adoption of the New M&A
“Articles”	the existing memorandum and articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Digital Video Holdings Limited (中國數字視頻控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8280)
“Director(s)”	director(s) of the Company
“Existing M&A”	the existing seventh amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 28 September 2023
“Extension Mandate”	has the meaning ascribed to it on page 4 in the section headed “Letter from the Board” of this circular
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issuance Mandate”	has the meaning ascribed to it on page 4 in the section headed “Letter from the Board” of this circular
“Latest Practicable Date”	21 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“New M&A”	the proposed new set of the eighth amended and restated memorandum and articles of association of the Company, incorporating and consolidating all the Proposed Amendments
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Existing M&A as set out in Appendix III to this circular
“Repurchase Mandate”	has the meaning ascribed to it on page 4 in the section headed “Letter from the Board” of this circular
“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 a nominal or par value of US\$0.00001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent

LETTER FROM THE BOARD



China Digital Video Holdings Limited

中國數字視頻控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8280)

Executive Directors:

Mr. GUO Langhua (*Chairman*)

Mr. PANG Gang

Mr. LIU Baodong

Independent Non-executive Directors:

Dr. LI Wanshou

Mr. LI Youliang

Mr. JIAN Nianqiang

Ms. XU Mei

*Principal place of business and
headquarters in the PRC*

China Digital Video Technical Plaza

No. 131 West Fourth Ring Road N

Haidian District

Beijing

PRC

Registered office:

P.O. Box 309, Ugland House

Grand Cayman KY1-1104

Cayman Islands

31 August 2026

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
(3) PROPOSED ADOPTION OF THE EIGHTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
(4) PROPOSED RE-APPOINTMENT OF THE AUDITORS
AND
(5) NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM, and information on the resolutions to be proposed at the AGM, which include, among other things:

- (a) details of granting of the Issuance Mandate to the Directors;
- (b) details of granting of the Repurchase Mandate to the Directors;

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- (c) details of granting of the Extension Mandate to the Directors;
- (d) details of the re-election of the retiring Directors;
- (e) details of the re-appointment of auditors; and
- (f) details of the Proposed Amendments and the adoption of the New M&A.

PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 September 2025, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the AGM, will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 630,332,000. Ordinary resolutions will be proposed at the AGM to approve the granting of the following new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing such resolution at the AGM (the “**Issuance Mandate**”) (i.e. a maximum of 126,066,400 Shares assuming that the number of issued Shares remains at 630,332,000 on the date of passing of the ordinary resolution);
- (b) to repurchase Shares on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing such resolution at the AGM (the “**Repurchase Mandate**”) (i.e. a maximum of 63,033,200 Shares assuming that the number of issued Shares remains at 630,332,000 on the date of passing the ordinary resolution); and
- (c) to extend the Issuance Mandate by an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate referred to in paragraph (b) above (the “**Extension Mandate**”).

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

The Issuance Mandate, the Repurchase Mandate and the Extension Mandate, if approved, would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of the authority given to the Directors by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no present immediate plan to exercise the Issuance Mandate or the Repurchase Mandate (if granted to the Directors at the AGM). Any issue of new Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Under code provision B.2.2 as set out in the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to Article 16.18 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 of the Articles shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

As such, Mr. LIU Baodong (“**Mr. LIU**”), Dr. LI Wanshou (“**Dr. LI**”) and Mr. JIAN Nianqiang (“**Mr. JIAN**”) shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM. At the AGM, an ordinary resolution will be proposed to re-elect Mr. LIU to be an executive Director, and each of Dr. LI and Mr. JIAN to be an independent non-executive Director.

Each of Dr. LI and Mr. JIAN has also confirmed that (i) he met the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his proposed re-election. The Nomination Committee has reviewed the structure, size, composition and diversity of the Board, the confirmations and disclosures given by the Directors, the education background, skills and professional experience, time commitment and contribution of the Director and the independence of the independent non-executive Directors. Each of the retiring Directors standing for re-election has also confirmed that he would be able to devote sufficient time to the Board. The Board is satisfied that, taking into account, among others, the valuable insights, useful guidance and independent judgment provided to the Board by Dr. LI and Mr. JIAN, each of Dr. LI and Mr. JIAN is of such character, integrity and experience commensurate with office of an independent non-executive Director. The Company considers that the independent non-executive Directors proposed to be re-elected are independent in accordance with the independence guidelines set out in the GEM Listing Rules and believes that the professional

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background, knowledge and experience of Dr. LI and Mr. JIAN will continue to contribute to the diversity of the Board. Based on the above mentioned considerations, the Board, on the recommendation of the Nomination Committee, would recommend Mr. LIU, Dr. LI and Mr. JIAN for re-election at the AGM.

Dr. LI, who is a Director and a member of the Nomination Committee, had abstained from voting on the resolution approving the recommendation on his own re-election as a Director in the relevant Nomination Committee meeting and Board meeting.

The requisite details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE EXISTING M&A AND PROPOSED ADOPTION OF THE NEW M&A

Reference is made to the Announcement in relation to, among other things, the Proposed Amendments and the proposed adoption of the New M&A.

The Board proposed to (a) amend the Existing M&A for the purposes of, among other things, (i) allowing the Shareholders to virtually attend, participate and vote by means of specified conferencing application and/or communication facilities and making corresponding amendments on the related proceedings and procedures as regards the general meetings of the Company; (ii) bringing the Existing M&A in line with the latest regulatory requirements in relation to the expanded paperless listing regime under the GEM Listing Rules; and (iii) incorporating certain minor consequential and housekeeping amendments; and (b) adopt the New M&A which incorporates and consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing M&A in their entirety.

Details of the Proposed Amendments to the Existing M&A (marked-up against the Existing M&A) are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments to the Existing M&A and the adoption of the New M&A. The Proposed Amendments and the adoption of the New M&A shall be subject to the approval of the Shareholders by way of a special resolution at the AGM. The New M&A shall become effective upon the passing of such special resolution at the AGM.

The Company's legal advisers as to Hong Kong laws and Cayman Islands laws have confirmed that the Proposed Amendments conform with the requirements of the GEM Listing Rules and do not violate the Cayman Islands laws, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are prepared in English. The Chinese translation of the New M&A is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the New M&A, the English version shall prevail.

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF THE AUDITORS

Prism Hong Kong Limited (“**Prism**”) will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposes to re-appoint Prism as the external auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company. An ordinary resolution will be proposed at the AGM to re-appoint Prism as the auditors of the Company and to authorise the Board to fix their remuneration.

The specific audit fee to be payable to Prism for the audit of the consolidated financial statements of the Group for the financial year ending 31 March 2027 will be further negotiated and determined between the Company and Prism on a fair and reasonable basis, taking into account factors such as the business scale and industry of the Group, expected audit scope, proposed audit timetable, manpower and expected auditors’ resources required. It is expected that such audit fee shall be in the range of approximately RMB980,000 to RMB1,030,000 (exclusive of out-of-pocket expenses). Prism has indicated its willingness to be re-appointed as auditors of the Company for the said period.

Save for any material changes in the above basis or assumption, the Board considers the final agreed audit fee should not be deviated materially from the range as indicated above. In the event of any material changes which cause a material deviation from the above estimation, the Company will make further announcement as and when appropriate.

AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held on Wednesday, 23 September 2026 at 10:00 a.m. at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC for the purpose of considering and, if thought fit, passing the resolutions set out therein is set out on pages AGM-1 to AGM-5 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under Rules 17.47(5) and 17.45(5A) of the GEM Listing Rules.

The annual report containing the audited consolidated financial statement of the Group for the year ended 31 March 2026 and the reports of the Directors and the Company’s auditors have been despatched to the Shareholders.

You will find enclosed with this circular a form of proxy for use at the AGM and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cdv.com). Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor,

LETTER FROM THE BOARD

Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM and, in such event, your proxy form shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions at the AGM pursuant to the GEM Listing Rules or the Articles.

RECOMMENDATION

The Board considers that the ordinary resolutions and special resolution as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all such resolutions as set out in the AGM Notice to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed from Friday, 18 September 2026 to Wednesday, 23 September 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all properly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 17 September 2026. Shareholders whose names appear on the register of members of the Company on Wednesday, 23 September 2026 are entitled to attend and vote at the AGM or any adjournment thereof.

STATEMENT OF RESPONSIBILITY

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

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

The English text of this circular and form of proxy shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
China Digital Video Holdings Limited
GUO Langhua
Chairman

The following is an explanatory statement required by the GEM Listing Rules to be sent to all Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with all applicable laws of the Cayman Islands (including the Companies Act), the Articles and the GEM Listing Rules. Such repurchase of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. As at the Latest Practicable Date, the Directors have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 630,332,000 and the Company did not hold any treasury shares.

Subject to the passing of the ordinary resolution set out in item 6 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, i.e. being 630,332,000 Shares, the Directors would be authorised to exercise the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 63,033,200 Shares, being 10% of the total number of issued Shares (excluding any treasury shares) as at the date of the AGM.

FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be. The Company will not purchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with trading rules of the Stock Exchange from time to time.

Under the Cayman Islands laws, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorised by the Articles and subject to the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act, out of capital.

As compared with the financial position of the Company as at 31 March 2026 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. ZHENG Fushuang ("**Mr. ZHENG**") held and/or is deemed to be interested in 223,706,278 Shares (approximately 35.49% of the total number of issued Shares). In the event that the Repurchase Mandate was exercised in full, the interest of Mr. ZHENG would be increased from approximately 35.49% to approximately 39.43%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares held by the public being less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of Shares in issue.

GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. The GEM Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

For any repurchase of the Shares, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold them as treasury Shares, subject to, among other things, applicable laws, market conditions and the Company's capital management needs at the relevant time of repurchases, which may change due to evolving circumstances. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any relevant next day disclosure return and monthly return. To the extent that any treasury Shares are deposited with the Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury Shares. These measures, upon approval by the Board, may include that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

DIRECTORS' POWER FOR REPURCHASES

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell any Shares to the Company. No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or that he/she has undertaken not to sell any of the Shares held by him/her to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

NO SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) during the last six months preceding the Latest Practicable Date.

NO UNUSUAL FEATURES

The Company and the Directors are of the view that neither the explanatory statement contained in this Appendix I nor the proposed Repurchase Mandate has any unusual features.

SHARE PRICES

The highest and lowest prices of the Shares at which the Shares were traded on GEM during each of the previous twelve months (up to and including the Latest Practicable Date) were as follows:

Month	Share Price (Per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
August	0.086	0.050
September	0.111	0.053
October	0.098	0.063
November	0.114	0.071
December	0.110	0.050
2026		
January	0.084	0.060
February	0.068	0.050
March	0.088	0.065
April	0.075	0.069
May	0.096	0.066
June	0.120	0.078
July	0.117	0.062
August (up to and including the Latest Practicable Date)	0.094	0.066

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

1. **Mr. LIU Baodong (劉保東)**

Mr. LIU Baodong (“**Mr. LIU**”), aged 62, is an executive Director and also a member of the remuneration committee of the Company. Mr. LIU was appointed to the Board on 16 February 2007. Mr. LIU is primarily responsible for the overall management and operation of the Group. From 2004 to 2008, Mr. LIU was the general manager of Xin’aote Silicon Valley Video Technology Co., Ltd., a predecessor company of the Group, where he was responsible for the overall management and operation of the company.

Mr. LIU worked at Sanycom Technology Co., Ltd. (三一通訊技術有限公司) (principally engaged in the communication equipment manufacturing) as the deputy general manager and later the general manager from 2001 to 2004. During the period from 1999 to 2001, Mr. LIU was the project manager and product manager of Nortel Networks Holdings (Canada) (北電網路集團 (加拿大)), a multinational telecommunications and data networking equipment manufacturer. Prior to that, Mr. LIU spent two years serving as a senior engineer and project manager for Motorola (Canada) (principally engaged in inventing, building and delivering mobile devices) from 1997 to 1999.

Mr. LIU graduated from Northwestern Polytechnic University (西北工業大學) with a bachelor’s degree in automation control in July 1983 and was awarded a master’s degree and a Ph.D. degree in applied computer science from University of Brussels (Vrije Universiteit Brussel) (比利時布魯塞爾大學) in September 1996. He also received a master’s degree of business administration from China Europe International Business School (中歐國際工商學院) in September 2007.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. LIU was interested in 17,118,669 Shares or underlying Shares (including 14,118,669 Shares and the remaining interest is the share options representing 3,000,000 underlying Shares upon full exercise of such options) pursuant to Part XV of the SFO.

Pursuant to the renewed service contract entered into between the Company and Mr. LIU, his current term of office is for a period of three years commencing from 22 May 2025, unless terminated by either party giving to the other not less than three month’s prior notice in writing. Mr. LIU is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. LIU is entitled to receive a Director’s fee of RMB109,000 per annum. The emoluments of Mr. LIU were determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in future by the decisions of the Board based on the recommendation of the Company’s remuneration committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. LIU (i) had no interest in any Shares within the meaning of Part XV of the SFO; (ii) did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(within the meaning of the GEM Listing Rules); and (iii) had not held any directorship in the last three years preceding the Latest Practicable Date in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other position with the Company and other members of the Group.

Save as disclosed herein, to the best of the knowledge, information and belief of Mr. LIU, having made all reasonable enquiries, there were no other matters with respect to his proposed re-election that need to be brought to the attention of the Shareholders and there was no information relating to Mr. LIU's proposed re-election that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules as at the Latest Practicable Date.

2. Dr. LI Wanshou (李萬壽)

Dr. LI Wanshou (“**Dr. LI**”), aged 62, is an independent non-executive Director of the Company. He was appointed to the Board on 28 June 2018. He is a member of the audit committee, the remuneration committee and the Nomination Committee of the Company.

Dr. LI is currently the founder and chairman of the board of Synergetic Innovation Fund Management Co., Limited (協同創新基金管理有限公司). Dr. LI has over 26 years' experience in the venture capital industry. He was the former president of Shenzhen Capital Group Co., Limited (深圳市創新投資集團有限公司).

Dr. LI obtained his doctoral degree in economics from the Chinese Academy of Social Sciences Graduate School (中國社會科學院研究生院) and another doctoral degree in management from Xi'an Jiaotong University (西安交通大學). He also obtained a master's degree in sociology from Sun Yat-Sen University (中山大學) and a bachelor's degree in philosophy from Wuhan University (武漢大學).

Dr. LI obtained a number of honors and awards including “Outstanding Achievement Award” issued by the National Development and Reform Commission, “2009-2011 China's top ten venture capitalists” issued by Zero2IPO Partners, the “Forbes China best venture capitalists”, and “the venture capitalists most deserved to be presented to the whole world” jointly issued by the Russian global partner BBS and the National Development and Reform Commission.

Dr. LI also serves as the honorary president of Chinese Equity Investors Alliance, the vice director of Huaxia New Supply-side Economics Research Institute, the vice director of China Centre for Promotion of SME Development, the vice director of China Overseas-Educated Scholars Development Foundation, the director of the Equity Investment Center of Sun Yat-Sen University and the Enterprise Tutor of Newhuadu Business School. Dr. LI is also a visiting professor of each of the Chinese Academy of Social Sciences Graduate School, the graduate school of Tsinghua University and the graduate school of Wuhan University.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The Company has executed an appointment letter with Dr. LI with the appointment period of three years commencing from 28 June 2024, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles and the GEM Listing Rules. Dr. LI is entitled to receive a Director's fee of RMB109,000 per annum. The remuneration of Dr. LI has been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in the future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Save as disclosed above, as at the Latest Practicable Date, Dr. LI (i) had no interest in any Shares within the meaning of Part XV of the SFO; (ii) did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules); and (iii) had not held any directorship in the last three years preceding the Latest Practicable Date in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other position with the Company and other members of the Group.

Save as disclosed herein, to the best of the knowledge, information and belief of Dr. LI, having made all reasonable enquiries, there were no other matters with respect to his proposed re-election that need to be brought to the attention of the Shareholders and there was no information relating to Dr. LI's proposed reelection that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules as at the Latest Practicable Date.

3. Mr. JIAN Nianqiang (簡念強)

Mr. JIAN Nianqiang ("Mr. JIAN"), aged 59, is an independent non-executive Director. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. JIAN was appointed to the Board on 1 June 2024.

Mr. JIAN was the chairman of the board and is currently the actual controller of Beijing Zunfeng Investment Co., Ltd* (北京尊豐投資有限公司). From 1991 to 2003, Mr. JIAN held senior management roles at Shenzhen Huihua Group Co., Ltd* (深圳匯華集團有限公司) and at Huikai Group Co., Ltd* (匯凱集團有限公司).

Mr. JIAN obtained both his master's degree and doctorate degree in economics from 武漢大學 (Wuhan University) in July 1991 and in 2006, respectively.

Pursuant to the letter of appointment entered into between the Company and Mr. JIAN, his current term of office is for a period of three years commencing from 1 June 2024, unless terminated by either party giving to the other not less than three months' prior notice in writing. Mr. JIAN is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. JIAN is entitled to receive a Director's fee of RMB109,000 per annum. The remuneration of Mr. JIAN has been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. JIAN (i) had no interest in any Shares within the meaning of Part XV of the SFO; (ii) did not have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules); and (iii) had not held any directorship in the last three years preceding the Latest Practicable Date in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other position with the Company and other members of the Group.

Save as disclosed herein, to the best of the knowledge, information and belief of Mr. JIAN, having made all reasonable enquiries, there were no other matters with respect to his proposed re-election that need to be brought to the attention of the Shareholders and there was no information relating to Mr. JIAN's proposed re-election that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules as at the Latest Practicable Date.

** For identification purpose only*

Details of the Proposed Amendments to certain provisions of the Existing M&A are as follows (as indicated by the marked-up amendments):

Article no.	Proposed Amendments
2.2	<u>“address”</u> for the purposes of these Articles, shall include an electronic address unless the Companies Act or the Listing Rules require a postal address. “Board” shall mean the <u>board</u> of Directors or majority of the Directors present and voting at a <u>duly convened</u> meeting of Directors at which a quorum is present. <u>“ChairmanChairperson”</u> shall mean the Chairman<u>Chairperson</u> presiding at any meeting of members or of the Board. <u>“Communication Facilities”</u> shall mean <u>video, video-conferencing, internet or online conferencing applications, telephone or teleconferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all members’ rights to speak and vote at the meeting are maintained.</u> <u>“Corporate Communication”</u> shall have the meaning given to it in the Listing Rules. “Exchange” shall mean GEM of The Stock Exchange of Hong Kong Limited. “Listing Rules” shall mean the Rules Governing the Listing of Securities on <u>GEM</u> of the Exchange as amended from time to time.

Article no.	Proposed Amendments
	<u>“notice”</u> shall mean written notice unless otherwise specifically stated in these Articles. and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws, rules and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, notice may be provided in physical or electronic form. <u>“ordinary resolution”</u> shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.1013.11. <u>“Person”</u> shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.

Article no.	Proposed Amendments
	<u>“Present”</u> shall mean, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) <u>physically present at the meeting; or</u> (b) <u>in the case of any meeting at which Communication Facilities are permitted, in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.</u>
	“transfer office <u>Virtual Meeting”</u> shall mean the place where the principal register is situate for the time beingany general meeting of members at which the members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.
2.7	<u>References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</u>

Article no.	Proposed Amendments
<u>2.8</u>	<u>Where a member is a corporation, any reference in these Articles to a member shall, where the context requires, refer to a duly authorised representative of such member.</u>
3.4	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class or with the approval <u>sanction</u> of a resolution passed by the holders of not less than three-fourths of the voting rights of the <u>issued</u> shares of that class present and voting in person or by proxy at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third of the issued shares of that class.
<u>3.6</u>	<u>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital of the Company includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favourable voting rights.</u>

Article no.	Proposed Amendments
<u>3.73-6</u>	Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

Article no.	Proposed Amendments
3.83 .7	The Board may accept the surrender for no consideration of any fully paid share.
3.93 .8	The Company in general meeting may, from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe.
3.103 .9	Subject to the provisions of the Companies Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.
3.11 3.10	Where the Company purchases or redeems any of its shares, purchases or redemption not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all members alike.
3.12 3.11	The purchase or redemption of any share shall not be deemed to give rise to the purchase or redemption of any other share.
3.13 3.12	The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

Article no.	Proposed Amendments
<u>3.14</u> 3.13	Subject to the provisions of the Companies Act, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
<u>3.15</u> 3.14	The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
<u>3.16</u> 3.15	Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Article no.	Proposed Amendments
4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules</u> .
6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided <u>in Article 30.1</u> .
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.
6.56 .6	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.
6.66 .7	The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.

Article no.	Proposed Amendments
6.76 -8	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.
6.86 -9	If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.
6.96 -10	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
6.10 6.11	At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.
6.11 6.12	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.

Article no.	Proposed Amendments
<u>6.12</u> 6.13	The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.
9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10<u>6.9</u>, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.
12.1	The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u> as the Board shall appoint.

Article no.	Proposed Amendments
12.3	The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than onehalf of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
<u>12.4</u>	<u>The Board may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.</u>

Article no.	Proposed Amendments
<u>12.5</u> 12.4	An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, 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 time, place; <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u>, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
<u>12.6</u> 12.5	Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article <u>12.5</u>12.4, it shall be deemed to have been duly called if it is so agreed: (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
<u>12.7</u> 12.6	There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

Article no.	Proposed Amendments
12.8	<u>The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.13) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u>
12.9 12.7	The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.
12.10 12.8	In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.
12.11 12.9	If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place <u>(whether physical or virtual)</u> specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place <u>(whether physical or virtual)</u> in accordance with Article 12.11 <u>12.13</u> .
12.12 12.10	The Board shall also have the power to provide in every notice calling a general meeting that, in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.11 <u>12.13</u> .

Article no.	Proposed Amendments
<u>12.13</u> 12.11	Where a general meeting is postponed in accordance with Article 12.9<u>12.11</u> or Article 12.10<u>12.12</u>: (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.10<u>12.12</u>; (b) the Board shall fix the date, time and place <u>(whether physical or virtual)</u> for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of<u>in the means</u>manner specified in Article 30.12, and such notice shall specify the date, time and place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u> at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.4<u>12.5</u>.
13.1	For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy<u>Present</u> provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy<u>Present</u>. No business (except the appointment of a Chairman<u>Chairperson</u>) shall be transacted at any general meeting unless the requisite quorum shall be present<u>Present</u> at the commencement of the business.

Article no.	Proposed Amendments
13.2	If within 15 minutes from the time appointed for the meeting a quorum is not present<u>Present</u>, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (<u>whether physical or virtual</u>) as shall be decided by the Board, and if at such adjourned meeting a quorum is not present<u>Present</u> within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy<u>Present</u> shall be a quorum and may transact the business for which the meeting was called.
13.3	The chairman<u>chairperson</u> of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman<u>chairperson</u> or, if at any general meeting such chairman<u>chairperson</u> shall not be present<u>Present</u> within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present<u>Present</u> shall choose another Director as Chairman<u>Chairperson</u>, and if no Director be present<u>Present</u>, or if all the Directors present<u>Present</u> decline to take the chair, or if the Chairman<u>Chairperson</u> chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative)<u>Present</u> shall choose one of their own number to be Chairman<u>Chairperson</u>.

Article no.	Proposed Amendments
13.4	<u>The Chairperson shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairperson, in which event:</u> (a) <u>the Chairperson shall be deemed to be Present at the meeting; and</u> (b) <u>if the Communication Facilities are interrupted or fail for any reason to enable the Chairperson to hear and be heard by all other Persons attending and participating at the meeting then the Directors Present at the meeting shall choose another Director Present to act as Chairperson of the meeting until the original Chairperson is able to participate in the general meeting using the Communication Facilities or for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.</u>
13.5 13.4	The Chairman<u>Chairperson</u> may, with the consent of any general meeting at which a quorum is present<u>Present</u>, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place <u>(whether physical or virtual)</u> as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u>, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Article no.	Proposed Amendments
<u>13.6</u> 13.5	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman<u>Chairperson</u> may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. <u>Votes of a general meeting (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairperson of the meeting may determine.</u>
<u>13.7</u> 13.6	A poll shall (subject as provided in Article 13.7<u>13.8</u>) be taken in such manner (including the use of ballot or voting papers or tickets <u>or by electronic voting</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman<u>Chairperson</u> 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 taken.
<u>13.8</u> 13.7	Any poll on the election of a Chairman<u>Chairperson</u> of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
<u>13.9</u> 13.8	Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman<u>Chairperson</u> that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
<u>13.10</u> 13.9	In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman<u>Chairperson</u> of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.

Article no.	Proposed Amendments
<u>13.11</u> 13.10	A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.
14.1	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; every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy<u>Present</u> shall have (a) the right to speak, (b) one vote on a show of hands, and (c) one vote for each share registered in his name in the register on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
14.7	No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the Chairman<u>Chairperson</u> of the meeting shall determine the same and such determination shall be final and conclusive.

Article no.	Proposed Amendments
14.10	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place <u>or in such other manner (including by electronic means)</u> as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman<u>Chairperson</u> of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
14.15	If a recognised clearing house (or its nominee(s)) is a member it may appoint or authorise such person or persons as it thinks fit to act as its proxy(ies) or representative(s) at any general meeting of the Company, any creditors meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so appointed or authorised, the instrument of proxy or authorisation shall specify the number and class of shares in respect of which each such person is so appointed or authorised. The person so appointed or authorised will be deemed to have been duly appointed or authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so appointed or authorised. A person so appointed or authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such instrument of proxy or authorisation, including the right to speak and <u>vote and</u>, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.

Article no.	Proposed Amendments
16.5	The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies <u>of</u> the Cayman Islands of any change that takes place in relation to such Directors as required by the Companies Act.
16.9	An alternate Director shall (except when absent from Hong Kong), be entitled to receive and waive (in lieu of his appointor) notices of meetings of the Directors and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he need not use all his votes or cast all the votes he uses in the same way. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act (as to which a certificate by the alternate shall in the absence of actual notice to the contrary to other Directors be conclusive), his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the provisions of this Article shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

Article no.	Proposed Amendments
<u>16.19</u>	At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re- election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.
<u>16.20</u> 16.19	No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.

Article no.	Proposed Amendments
<u>16.21</u> 16.20	Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the members for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.
<u>16.22</u> 16.21	A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

Article no.	Proposed Amendments
<u>16.23</u> 16.22	A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely: (a) the giving of any security or indemnity either: (i) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or (ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security; (b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; (c) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including: (i) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or

Article no.	Proposed Amendments
	(ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and (d) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
<u>16.24</u> 16.23	Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article 16.22<u>16.23</u>) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
<u>16.25</u> 16.24	If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman<u>Chairperson</u> of the meeting (or, where such question relates to the interest of the Chairman<u>Chairperson</u>, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman<u>Chairperson</u>) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman<u>Chairperson</u>) as known to such Director (or, as appropriate, the Chairman<u>Chairperson</u>) has not been fairly disclosed to the Board.

Article no.	Proposed Amendments
20.2	A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram <u>electronic means</u> at the address or telephone, facsimile or telex number <u>electronic means</u> from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.
20.3	Subject to Articles 16.19 <u>16.20</u> to 16.24 <u>16.25</u> , questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman <u>Chairperson</u> shall have a second or casting vote.
20.4	The Board may elect a Chairman of its meetings <u>chairperson of the Board</u> and determine the period for which he is to hold office ; . <u>The chairperson of the Board shall take the chair at every meeting of the Board, but if no such</u> Chairman <u>chairperson</u> is elected, or if at any meeting the Chairman <u>such chairperson</u> is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman <u>Chairperson</u> of the meeting.
20.10	Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman <u>Chairperson</u> of the meeting or by the chairman <u>Chairperson</u> of the succeeding meeting.
22.1	The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word "Securities" engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to <u>or imprinted on</u> certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed <u>or on which the seal is imprinted</u> as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to <u>or imprinted on</u> that instrument with the authority of the Directors previously given.

Article no.	Proposed Amendments
23.2	Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board: (a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as they think<u>it thinks</u> fit in cases where shares, debentures or other securities become distributable in fractions; (b) to exclude the right of participation or entitlement of any member with a registered address outside<u>in</u> any territory where in the absence of a registration statement or other special or onerous formalities:- (i) the circulation of an offer of such right or entitlement would or might be unlawful or where the Board consider <u>in the absence of a registration statement or other special formalities</u>; or (ii) the costs, expense<u>expenses</u> or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer <u>are, in the Board's opinion</u>, out of proportion to the benefits of the Company; and (c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

Article no.	Proposed Amendments
24.11	The Board may on any occasion determine that rights of election and the allotment of shares under Article 24.7 shall not be made available or made to any members with registered addresses in any territory where in the absence of: (a) a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, or where the Board considers <u>in the absence of a registration statement or other special formalities; or</u> (b) the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer <u>are, in the Board's opinion,</u> out of proportion to the benefit<u>benefits</u> of the Company, and in any such case the provisions aforesaid shall be read and construed subject to such determination.
24.23	Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by <u>wire transfer to the holder or by</u> cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.

Article no.	Proposed Amendments
24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers or</u> cheques for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer</u> , cheque or warrant is returned undelivered.
28.2	The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies Act, at such other place or places as the Board thinks fit and shall always be open to the inspection of by the Directors.
28.3	The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

Article no.	Proposed Amendments
29.1	The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.
29.2	The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the conclusion of the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, or in the manner specified in such resolution<u>provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board</u>. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. Subject to compliance with the Listing Rules, the Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Subject to compliance with the Listing Rules, the remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.
30.1	Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules: (a) <u>by serving it personally on the relevant person;</u> (b) <u>by delivering or leaving it at the registered address of such member as appearing in the register;</u>

Article no.	Proposed Amendments
	(c) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, (which shall be sent by airmail where the notice or document is posted from one country to another) or at any other address supplied by him to the Company for the purpose;</u> (d) <u>by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either;</u> (e) <u>by placing it on the Company's Website and the Exchange's website;</u> (f) -(a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules-; or (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 Companies Act, Listing Rules and other applicable laws, rules and regulations.</u> In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Article no.	Proposed Amendments
30.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong. Every member or a person who is entitled to receive notice from the Company under the Companies Act or these Articles may register with the Company an electronic address to which notices can be served upon him.
30.5	<u>Any notice or document, including any Corporate Communication:</u> (a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u> (b) Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;

Article no.	Proposed Amendments
30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. (c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u> (d) <u>served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and</u>
30.7	(e) <u>Any notice</u> served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.
30.6 30.9	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Article no.	Proposed Amendments
30.7 30.10	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
30.8 30.11	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
30.9 30.12	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.
30.10	<u>Subject to the Listing Rules, any applicable laws, rules and regulations and terms of these Articles, any notice, document or publication, including but not limited to documents referred to in Articles 28.4, 28.6 and 30.1 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.</u>
30.11	<u>Notwithstanding any election by a member from time to time to receive any notice or document through electronic means, such member may, at any time, require the Company to send them, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as member, is entitled to receive.</u>
32.1	Subject to the Companies Act, the Company may by special resolution resolve that the Company by <u>be</u> wound up voluntarily.

NOTICE OF THE AGM



China Digital Video Holdings Limited

中國數字視頻控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8280)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Digital Video Holdings Limited (the “**Company**”) will be held in physical form on Wednesday, 23 September 2026 at 10:00 a.m. at 8/F, China Digital Video Technical Plaza, No. 131 West Fourth Ring Road N, Haidian District, Beijing, PRC for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and the auditors of the Company for the year ended 31 March 2026.
2. To re-appoint Prism Hong Kong Limited as the auditors of the Company and authorise the board of directors of the Company (the “**Board**”) to fix its remuneration.
3.
 - (a) To re-elect Mr. LIU Baodong as an executive Director.
 - (b) To re-elect Dr. LI Wanshou as an independent non-executive Director.
 - (c) To re-elect Mr. JIAN Nianqiang as an independent non-executive Director.
4. To authorise the Board to fix the respective Directors’ remuneration.
5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the rights of subscription or conversion under the terms of any warrants of the Company which may be issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under the share option scheme(s) adopted by the Company or similar arrangement(s) for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares; or
 - (iv) any scrip dividend scheme(s) or similar arrangement(s) providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time,

shall not exceed 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
- (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.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).

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Any reference to an allotment, issue, grant or offer of, or dealing with, shares of the Company shall include a sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and all applicable laws and regulations.”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; or
- (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.”

7. “**THAT** conditional upon the passing of the ordinary resolutions 5 and 6 as set out in this notice convening the Meeting (the “**Notice**”), the general mandate granted to the Directors pursuant to ordinary resolution 5 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing this resolution.”

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SPECIAL RESOLUTION

8. “**THAT:**

- (a) the proposed amendments to the existing seventh amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) set out in Appendix III to the circular of the Company dated 31 August 2026 (the “**Proposed Amendments**”) be and are hereby approved and the new eighth amended and restated memorandum and articles of association (the “**New M&A**”) (a copy of which is tabled at the Meeting and marked “A” and initialled by the chairman of the Meeting for identification purposes), incorporating and consolidating all the Proposed Amendments, be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the Existing M&A with immediate effect; and
- (b) any one Director or secretary or the registered office provider of the Company be and is hereby authorised to do all such acts and things (including filing the New M&A with the relevant authorities for approval, endorsement and/or registration in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong) 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 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 M&A.”

By Order of the Board
China Digital Video Holdings Limited
GUO Langhua
Chairman

Hong Kong, 31 August 2026

As at the date of this notice, the executive Directors are Mr. GUO Langhua, Mr. PANG Gang and Mr. LIU Baodong, and the independent non-executive Directors are Dr. LI Wanshou, Mr. LI Youliang, Mr. JIAN Nianqiang and Ms. XU Mei.

Notes:

- 1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

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3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, 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 be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. To ascertain shareholders' eligibility to attend and vote at this Meeting, the register of members of the Company will be closed from Friday, 18 September 2026 to Wednesday, 23 September 2026 (both days inclusive), during which period no share transfer will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m., on Thursday, 17 September 2026. Shareholders whose names appear on the register of members of the Company on Wednesday, 23 September 2026 are entitled to attend and vote at the Meeting or any adjournment thereof.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution 6 as set out in this notice is set out in Appendix I to the Company's circular dated 31 August 2026.
8. Details of the retiring Directors proposed to be re-elected at the Meeting are set out in Appendix II to the Company's circular dated 31 August 2026.
9. A form of proxy for use at the Meeting is enclosed.