

---

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**KINGDOM**  
**KINGDOM HOLDINGS LIMITED**  
**金達控股有限公司**

*(Incorporated in the Cayman Islands with limited liability and  
carrying on business in Hong Kong as "Kingdom (Cayman) Limited")*

**(Stock Code: 528)**

**RENEWAL OF  
GENERAL MANDATES TO ISSUE SHARES AND  
TO BUY BACK SHARES;  
RE-ELECTION OF DIRECTORS;  
PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 12 June 2026 at 3:30 p.m. is set out on pages 58 to 64 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.kingdom-china.com>). Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 3:30 p.m. on Wednesday, 10 June 2026) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment or postponement thereof should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be deemed to be revoked.

Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

References to time and dates in this circular are to Hong Kong time and dates.

21 April 2026

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I — Explanatory Statement on the Share Buy-back Mandate</b> .....	10
<b>Appendix II — Biographical Details of the Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	14
<b>Appendix III — Proposed Amendment to the Articles of Association</b> .....	19
<b>Notice of Annual General Meeting</b> .....	58

---

## DEFINITIONS

---

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 12 June 2026 at 3:30 p.m. and the notice of which is set out on pages 58 to 64 of this circular, or where the context so admits, any adjournment or postponement thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Cayman law”	the applicable laws of the Cayman Islands
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (Cap 22) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Kingdom Holdings Limited (金達控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

---

## DEFINITIONS

---

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issuance Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Issuance Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution
“Latest Practicable Date”	15 April 2026, being the latest practicable date for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“New Articles of Association”	the amended and restated Articles of Association incorporating and consolidating substantially all the Proposed Amendments and proposed to be adopted by way of special resolution at the Annual General Meeting, as set out in Appendix III to this circular
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China

---

## DEFINITIONS

---

“Proposed Amendments”	has the meaning ascribed to it under the section headed “Letter from the Board – Proposed Amendments to the Articles of Association” in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“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)”	share(s) of HK\$0.01 each of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares in issue up to a maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Shares Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the same meaning ascribed to it under the Listing Rules as amended from time to time
“%”	per cent

---

LETTER FROM THE BOARD

---

**KINGDOM**  
**KINGDOM HOLDINGS LIMITED**  
**金達控股有限公司**

*(Incorporated in the Cayman Islands with limited liability and  
carrying on business in Hong Kong as “Kingdom (Cayman) Limited”)*

**(Stock Code: 528)**

*Executive Directors:*

Mr. REN Weiming (*Chairman*)  
Mr. ZHANG Hongwen  
Mr. REN Zhong  
Mr. TANG Tianheng

*Non-executive Directors:*

Mr. SHEN Yueming  
Mr. NGAN Martin

*Independent Non-executive Directors:*

Mr. LAU Ying Kit  
Ms. ZHANG Chan  
Mr. FAN Lei

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

Room 1912, 19/F  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

21 April 2026

*To: The Shareholders*

Dear Sirs or Madams

**RENEWAL OF  
GENERAL MANDATES TO ISSUE SHARES AND  
TO BUY BACK SHARES;  
RE-ELECTION OF DIRECTORS;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

At the Annual General Meeting, resolutions will be proposed for the Shareholders to approve, amongst others, (i) the granting of the Issuance Mandate, the Share Buy-back Mandate and the Extension Mandate; (ii) the re-election of retiring Directors; and (iii) the proposed amendments to the Articles of Association.

### **RENEWAL OF GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES**

At the annual general meeting of the Company held on 13 June 2025, ordinary resolutions were passed granting general mandates to the Directors (i) to allot, issue and otherwise deal with new Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution; (ii) to buy back Shares up to 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution; and (iii) to have the power to extend the general mandate mentioned in (i) above by an additional number representing such number of Shares bought back under the mandate mentioned in (ii) above. Such general mandates will expire at the conclusion of the forthcoming Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed:

- (a) to grant the Issuance Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing the resolution. The Issuance Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 629,678,000 Shares in issue as at the Latest Practicable Date and assuming there will be no change to the total number of issued Shares prior to the date of the Annual General Meeting and the Company will not have any treasury shares on the date of the Annual General Meeting, the Directors will be authorised to allot, issue and deal with up to 125,935,600 Shares (including any sale and transfer of treasury shares) under the Issuance Mandate;

---

## LETTER FROM THE BOARD

---

- (b) to grant the Share Buy-back Mandate to the Directors to exercise the powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the resolution. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. As at the Latest Practicable Date, the number of Shares in issue is 629,678,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Share Buy-back Mandate and assuming there will be no change to the total number of issued Shares prior to the Annual General Meeting and the Company will not have any treasury shares on the date of the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 62,967,800 Shares, being 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation thereof; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the Issuance Mandate and the Share Buy-back Mandate, to extend the total number of Shares to be issued and allotted (including any sale and transfer of treasury shares) under the Issuance Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution for approving the grant of the Share Buy-back Mandate at the Annual General Meeting.

### **RE-ELECTION OF DIRECTORS**

The Board currently consists of nine Directors. The executive Directors are Mr. REN Weiming, Mr. ZHANG Hongwen, Mr. REN Zhong and Mr. TANG Tianheng; the non-executive Directors are Mr. SHEN Yueming and Mr. NGAN Martin; and the independent non-executive Directors are Mr. LAU Ying Kit, Ms. ZHANG Chan and Mr. FAN Lei.

---

## **LETTER FROM THE BOARD**

---

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. In accordance with article 83(3) of the Articles of Association, Mr. TANG Tianheng, being appointed by the Board on 27 August 2025, shall be subject to retirement at the forthcoming annual general meeting. Also, in accordance with article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and be eligible for re-election. Any Director appointed by the Board pursuant to article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. In accordance with article 84(1) of the Articles of Association, Mr. REN Weiming, Mr. ZHANG Hongwen and Mr. SHEN Yueming shall retire from office by rotation at the Annual General Meeting. All retiring Directors, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by each of the retiring Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, director nomination policy and corporate strategy. The Nomination Committee has recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. TANG Tianheng, Mr. REN Weiming and Mr. ZHANG Hongwen as executive Directors; and Mr. SHEN Yueming as a non-executive Director.

The biographical details of such retiring Directors are set out in Appendix II to this circular.

### **PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 25 March 2026 in relation to the proposed amendments to the existing Articles of Association and the proposed adoption of the New Articles of Association.

---

## LETTER FROM THE BOARD

---

The Board has proposed to amend the existing Articles of Association in order to (i) reflect and align with the new requirements under the amendments on the Listing Rules and enable the Company to participate and comply with the Uncertificated Securities Market Rules (“**USM Rules**”), Approved Securities Registrars Rules (“**ASR Rules**”), define treasury shares and deemed consent of receiving electronic notice of corporation communication and actionable corporation communication of the Company; (ii) reflect other relevant requirements of the Listing Rules and company law of the Cayman Islands; and (iii) make other consequential, tidy-up and housekeeping amendments (the “**Proposed Amendments**”).

In light of the number of the Proposed Amendments, the Board proposed to adopt the New Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association. The Proposed Amendments and the adoption of New Articles of Association are subject to the approval by the Shareholders by way of a special resolution at the Annual General Meeting and, if approved, will become effective upon such approval.

For avoidance of doubts, the existing memorandum of association of the Company will remain effective.

### ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 12 June 2026 at 3:30 p.m. for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the Annual General Meeting as set out on pages 58 to 64 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 3:30 p.m. on Wednesday, 10 June 2026) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment or postponement thereof should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be deemed to be revoked.

---

## LETTER FROM THE BOARD

---

### VOTING BY WAY OF POLL

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

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The Directors consider that (i) the granting of the Issuance Mandate, the Share Buy-back Mandate and the Extension Mandate; (ii) the re-election of retiring Directors; and (iii) the proposed amendment to the Articles of Association and the adoption of the New Articles of Association are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
By Order of the Board  
**Kingdom Holdings Limited**  
**Mr. REN Weiming**  
*Chairman*

*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Share Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules and other relevant provisions of the Listing Rules which is set out as follows:*

**1. SHARES IN ISSUE**

As at the Latest Practicable Date, there was a total of 629,678,000 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued, allotted, bought back or cancelled during the period from the Latest Practicable Date to the Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy-back a maximum of 62,967,800 Shares, being 10% of the total number of Shares in issue of the Company (excluding treasury shares) as at the date of the passing of the relevant resolution.

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

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buybacks, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company. On the other hand, Shares bought back 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 the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Share buy-backs will only be made if the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2025 (as disclosed in its latest audited financial statements for the year ended 31 December 2025), the Directors consider that there may be material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-back were to be carried out in full during the proposed buy-back period. In the circumstances, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

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

The Company is empowered by its Articles of Association to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share buy-back may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either the profits or subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy-backs by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back may (i) be treated by the Company as cancelled or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

**4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

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

**5. UNDERTAKING OF THE DIRECTORS**

The Directors will exercise the powers of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the explanatory statement as set out in this appendix nor the proposed share buy-backs pursuant to the Share Buy-back Mandate have any unusual features.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing 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 relevant record date for the dividend or distributions; and
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

#### **6. EFFECT OF TAKEOVERS CODE**

If, as a result of a buy-back of Shares by the Company pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Ren Weiming, the chairman of the Company, an executive Director and a controlling Shareholder (as defined under the Listing Rules), together with Kingdom Investment Holdings Limited, a controlling Shareholder and a company beneficially owned as to approximately 76.38% by Mr. Ren Weiming, hold approximately 56.80% of the total number of issued Shares. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and that the Company does not have any treasury shares, in the event that the Directors exercise in full the Share Buy-back Mandate if so approved at the Annual General Meeting, the shareholding of Mr. Ren Weiming, together with Kingdom Investment Holdings Limited, would be increased to approximately 63.11% of the then total number of issued Shares, and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any case, the Company has no intention to exercise the Share Buy-back Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the number of Shares held by the public being reduced to less than 25% of the total number of issued Shares.

**7. SHARE BUY-BACKS BY THE COMPANY**

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

**8. SHARE PRICES**

During the period from 1 April 2025 to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2025</b>		
April	1.23	1.01
May	1.26	1.09
June	1.23	1.14
July	1.25	1.10
August	1.20	1.06
September	1.20	1.12
October	1.25	1.12
November	1.18	1.08
December	1.12	0.96
<b>2026</b>		
January	1.10	0.93
February	1.19	0.98
March	1.31	1.09
April (up to the Latest Practicable Date)	1.31	1.20

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

**TANG TIANHENG (唐天橫)**

Mr. Tang Tianheng (“**Mr. Tang**”), aged 34, was appointed as an executive Director on 27 August 2025. Mr. Tang is responsible for the day-to-day operations and management of the Group and also takes part in the decision making of the business development strategy of the Group. He worked as a senior auditor of Ernst & Young Hua Ming (LLP) from October 2013 to June 2016, as a senior manager in the Investment Banking Department of Huaxi Securities Co., Ltd. from June 2016 to May 2019, and as a Senior Finance Manager of Shanghai Ximalaya Technology Co., Ltd. from June 2019 to December 2022. Mr. Tang joined the Group as a Finance Director in January 2023 and has been holding such position since then. Mr. Tang was appointed as an executive Director on 27 August 2025. Mr. Tang graduated from Shanghai University of Finance and Economics with a bachelor’s degree in economics majoring in investment and a bachelor’s degree in law with the second major in international economic law in 2013, obtained a master degree in business administration from the Shanghai Advanced Institute of Finance (SAIF), Shanghai Jiao Tong University in 2023. Mr. Tang has been a member of The Chinese Institute of Certified Public Accountants since 2016 and obtained the Legal Professional Qualification Certificate of the PRC in 2019.

As at the Latest Practicable Date, Mr. Tang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Tang has entered into a director service contract on 27 August 2025 for a period of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Tang is not entitled to any director fee but is entitled to salary remuneration of RMB750,000 per annum and the sharing of a discretionary bonus with other executive Directors calculated at 5% of any extra profit exceeding RMB100,000,000 based on the audited financial statements of the Company for the year ended 31 December 2025, at the discretion of the Board upon recommendation from the Remuneration Committee, which is determined with reference to his experience, duties and responsibilities, the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Tang will retire as an executive Director, being eligible, offer himself for re-election at the Annual General Meeting.

**REN WEIMING (任維明)**

Mr. Ren Weiming (任維明) (“**Mr. Ren**”), aged 66, has been the chairman of the Group and an executive Director since 2006. Mr. Ren is responsible for the overall management of the Group and decision-making of the business development strategy of the Group. Mr. Ren has worked in the silk and textile industry since 1979. He has been the chairman and general manager of Zhejiang Kingdom Creative Co., Ltd.\* (浙江金達創業股份有限公司) (“**Kingdom Creative**”), a company which is owned as to 71.64% by Mr. Ren since 2000. Mr. Ren started to engage in the linen yarn manufacturing business in December 2001. He joined the Group in March 2003 when the first operating member of the Group, Zhejiang Jinyuan Flax Co., Ltd.\* (浙江金元亞麻有限公司) (“**Zhejiang Jinyuan**”) was established. Mr. Ren is a director of Zhejiang Jinyuan, Jiangsu Jinyuan Flax Co., Ltd.\* (江蘇金元亞麻有限公司) (“**Jiangsu Jinyuan**”), Zhejiang Kingdom Flax Co., Ltd.\* (浙江金達亞麻有限公司) (“**Zhejiang Kingdom**”), Kingdom Group Holdings Limited and Kingdom Linen (LLC), all of which are wholly-owned subsidiaries of the Company. Mr. Ren is also a director of Heilongjiang Kingdom Enterprise Co., Ltd.\* (黑龍江金達麻業有限公司) (“**Heilongjiang Kingdom**”), a non-wholly owned subsidiary of the Company. Mr. Ren obtained various awards including National Township Entrepreneur awarded by the Ministry of Agriculture of the PRC, National Excellent Young Factory Manager and Zhejiang Provincial Excellent Entrepreneur. He was a representative of the 9th and 10th National People’s Congress of Zhejiang Province. Mr. Ren is currently the vice president of China Bast and Leaf Fibers Textile Association and the Vice Chairman of The Hong Kong General Chamber of Textiles Limited. He is also a director of and has 76.38% interests in the issued shares of Kingdom Investment Holdings Limited (“**Kingdom Investment**”) which holds interests in the issued Shares discloseable under the provisions of Divisions 2 and 3 of Part XV of the SFO. Mr. Ren is a director of Kingdom Creative and its subsidiaries including Zhejiang Jinxiu Jiangnan Silk Co., Ltd.\* (浙江錦繡江南絲綢有限公司) (“**Jinxiu Jiangnan**”). Mr. Ren is also a director of Bank of Jiaxing Co., Ltd.\* (嘉興銀行股份有限公司) which is owned as to 7.39% by Kingdom Creative. He is the father of Mr. Ren Zhong, an executive Director.

As at the Latest Practicable Date, Mr. Ren, together with Kingdom Investment, a controlling Shareholder and a company beneficially owned as to approximately 76.38% by Mr. Ren, was interested in 356,744,000 Shares within the meaning of Part XV of the SFO.

Mr. Ren has entered into a director service contract on 2 January 2024 effective from 1 January 2024 for a period of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Ren is not entitled to any director fee but is entitled to a salary remuneration of RMB2,000,000 per annum and the sharing of a discretionary bonus with other executive Directors calculated at 5% of any extra profit exceeding RMB100,000,000 based on the audited financial statements of the Company for the year ended 31 December 2025, at the discretion of the Board upon recommendation from the Remuneration Committee, which is determined with reference to his experience, duties and responsibilities, the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Ren will retire as an executive Director, being eligible, offer himself for re-election at the Annual General Meeting.

**ZHANG HONGWEN (張鴻文)**

Mr. Zhang Hongwen (張鴻文) (“**Mr. Zhang**”), aged 59, has been an executive Director since 2006. Mr. Zhang is the director of Zhejiang Jinyuan, Jiangsu Jinyuan, Zhejiang Kingdom, Kingdom Group Holdings Limited, Kingdom T Sun (Shanghai) Trading Co., Ltd.\* (金達天晟(上海)商貿有限公司), Zhejiang Kingdom REEL Textile Co. Ltd.\* (浙江金達瑞優紡織有限公司) and Heilongjiang Kingdom Hemp Co., Ltd.\* (黑龍江金達纖維大麻有限公司), all of which are subsidiaries of the Company. Mr. Zhang has 9.43% interests in the issued shares of Kingdom Investment which holds interests in the Shares discloseable under the provisions of Divisions 2 and 3 of Part XV of the SFO. He is also a director of Kingdom Creative and its subsidiaries including Jinxiu Jiangnan and Zhejiang Yuyuan Photovoltaic Co., Ltd.\* (浙江昱源光伏有限公司). Before joining the Group in 2003, Mr. Zhang was the assistant to the general manager and the head of capital clearing division of Kingdom Creative from 2000 to 2002.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Zhang has entered into a director service contract on 2 January 2024 effective from 1 January 2024 for a period of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhang is not entitled to any director fee but is entitled to a salary remuneration of RMB750,000 per annum and the sharing of a discretionary bonus with other executive Directors calculated at 5% of any extra profit exceeding RMB100,000,000 based on the audited financial statements of the Company for the year ended 31 December 2025, at the discretion of the Board upon recommendation from the Remuneration Committee, which is determined with reference to his experience, duties and responsibilities, the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Zhang will retire as an executive Director, being eligible, offer himself for re-election at the Annual General Meeting.

**SHEN YUEMING (沈躍明)**

Mr. Shen Yueming (沈躍明) (“**Mr. Shen**”), aged 64, joined the Group in March 2023 and has been an executive Director since 13 November 2006 and up to 25 March 2026. Mr. Shen is a director of Zhejiang Jinyuan, Jiangsu Jinyuan, Zhejiang Kingdom and Kingdom Group Holdings Limited, all of which are wholly-owned subsidiaries of the Company. Mr. Shen is also a director of Heilongjiang Kingdom, a non-wholly owned subsidiary of the Company. Mr. Shen is responsible for the day-to-day operations and management of the Group and also takes part in the decision making of the business development strategy of the Group. Mr. Shen has 10.51% interests in the issued shares of Kingdom Investment which holds interests in the Shares discloseable under the provisions of Divisions 2 and 3 of Part XV of the SFO. He is also a director of Kingdom Creative and its subsidiaries including Jinxiu Jiangnan and Haiyan Chen Chen Silk Clothing Co., Ltd\* (海鹽臣臣絲綢時裝有限公司).

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Shen has reached the retirement age and has been re-designated from an executive Director to a non-executive Director with effect from 25 March 2026. Mr. Shen will be serving as a consultant role after the re-designation. Mr. Shen is entitled to an annual remuneration of RMB180,000 for the year ending 31 December 2026, as recommended by the Remuneration Committee and approved by the Board.

Mr. Shen will retire as a non-executive Director, being eligible, offer himself for re-election at the Annual General Meeting.

**OTHERS**

Save as disclosed above, each of the Directors proposed to be re-elected at the Annual General Meeting (i) has no other relationship with any Director, senior management or substantial or controlling Shareholder; (ii) has not held any other position with the Company or any of its subsidiaries; and (iii) has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years.

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

*\* For identification purpose only*

**APPENDIX III****PROPOSED AMENDMENT TO THE  
ARTICLES OF ASSOCIATION**

*Note: The New Articles of Association are prepared in English with no official Chinese version. The Chinese translation is for reference only. In case there are any inconsistency between the English version and the Chinese translation, the English version shall prevail.*

The texts of the Articles of Association of the Company before and after amendments are indicated below:

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
Article 1  The regulations in Table A in the Schedule to the Companies Act (As Revised) do not apply to the Company.	Article 1  The regulations in Table A in the Schedule to the <del>Companies Act (As Revised)</del> <u>as defined in Article 2)</u> do not apply to the Company.
INTERPRETATION “Act”  the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands	INTERPRETATION “Act”  the Companies Act, Cap. 22 ( <del>Act 3 of 1961, as consolidated and revised</del> ) <u>of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>
	INTERPRETATION “ <u>address</u> ”  <u>for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.</u>
	INTERPRETATION “ <u>ASR Code</u> ”  <u>the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u>
	INTERPRETATION “ <u>Central Clearing and Settlement System</u> ”  <u>the Central Clearing and Settlement System operated by HKSCC.</u>

BEFORE AMENDMENTS	AFTER AMENDMENTS
<p>INTERPRETATION</p> <p>“electronic communication”</p> <p>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.</p>	<p>INTERPRETATION</p> <p>“electronic communication”</p> <p>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other <del>electron magnetic</del> <u>similar</u> means in any form through any medium.</p>
	<p>INTERPRETATION</p> <p><u>“Electronic System”</u></p> <p><u>any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.</u></p>
	<p>INTERPRETATION</p> <p><u>“HKSCC”</u></p> <p><u>the Hong Kong Securities Clearing Company Limited.</u></p>
	<p>INTERPRETATION</p> <p><u>“HK Stock Exchange”</u></p> <p><u>The Stock Exchange of Hong Kong Limited.</u></p>
<p>INTERPRETATION</p> <p>“Listing Rules”</p> <p>rules of the Designated Stock Exchange.</p>	<p>INTERPRETATION</p> <p>“Listing Rules”</p> <p><u>the rules and regulations</u> of the Designated Stock Exchange.</p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
<p>INTERPRETATION “Notice”</p> <p>written notice unless otherwise specifically stated and as further defined in these Articles.</p>	<p>INTERPRETATION “Notice”</p> <p>written notice unless otherwise specifically stated <del>and as further defined in these Articles:</del> <u>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 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></p>
<p>INTERPRETATION “Register”</p> <p>the principal register and where applicable, any branch register of Members within or outside the Cayman Islands as the Board shall determine from time to time</p>	<p>INTERPRETATION “Register”</p> <p>the principal register <u>of Members</u> and where applicable, any branch register of Members <u>including any branch register maintained in Hong Kong to be maintained at such place</u> within or outside the Cayman Islands as the Board shall determine from time to time, <u>and it shall include, where relevant, the register of holders as defined in the USM Rules.</u></p>
	<p>INTERPRETATION “<u>Securities and Futures Ordinance</u>”</p> <p><u>the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u></p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p>INTERPRETATION <u>“SFC”</u></p> <p><u>the Securities and Futures Commission of Hong Kong.</u></p>
	<p>INTERPRETATION <u>“treasury shares”</u></p> <p><u>shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.</u></p>
	<p>INTERPRETATION <u>“Uncertificated”</u></p> <p><u>a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.</u></p>
	<p>INTERPRETATION <u>“UNSRT System”</u></p> <p><u>an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.</u></p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p>INTERPRETATION  <u>“USM Rules”</u></p> <p><u>the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Market Ordinance.</u></p>
<p>Article 2 (e)</p> <p>expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p>	<p>Article 2 (e)</p> <p>expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, <del>and including where the representation takes the form of electronic display</del> <u>including electronic writing or display (such as digital documents or electronic communications)</u> provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p>
<p>Article 2 (i)</p> <p>Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;</p>	<p>Article 2 (i)</p> <p>Section 8 and Section 19 of the Electronic Transactions Act <del>(2003)</del> of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;</p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p>Article 2 (j)</p> <p><u>references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u></p>
<p>Article 2 (j)</p> <p>a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</p>	<p>Article 2 (<del>j</del>)(<u>k</u>)</p> <p>a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and <u>(b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;</u></p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 2 (k)</p> <p>references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</p>	<p>Article 2 (<del>k</del>)(<u>l</u>)</p> <p>references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</p>
<p>Article 2 (l)</p> <p>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</p>	<p>Article 2 (<del>l</del>)(<u>m</u>)</p> <p>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); <del>and</del></p>
<p>Article 2 (m)</p> <p>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.</p>	<p>Article 2 (<del>m</del>)(<u>n</u>)</p> <p>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;</p>
	<p>Article 2 (<u>o</u>)</p> <p><u>unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;</u></p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p>Article 2 (p)</p> <p><u>any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and</u></p>
	<p>Article 2 (q)</p> <p><u>all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.</u></p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 3 (2)</p> <p>Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act.</p>	<p>Article 3 (2)</p> <p>Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the <u>rules and regulations</u> of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. <u>Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.</u></p>
<p>Article 3 (3)</p> <p>Subject to compliance with the Listing Rules and any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>	<p>Article 3 (3)</p> <p>Subject to compliance with the Listing Rules and <u>the rules and regulations of</u> any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
Article 10 (a)  the necessary quorum shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class; and	Article 10 (a)  the necessary quorum ( <u>including at an adjourned meeting</u> ) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class ( <u>excluding treasury shares</u> ); and

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 18</p> <p>Every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines.</p>	<p>Article 18</p> <p>Every <u>person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law or required by the holder of such share. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.</u></p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 19</p> <p>Share certificates shall be issued within the relevant time limit as prescribed by the Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>	<p>Article 19</p> <p><del>Share</del> <u>Where share certificates are issued, they shall be issued within the relevant any time limit as prescribed by the Act, the ASR Code or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, if such a time limit is applicable,</u> after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>
<p>Article 20 (1)</p> <p>Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him at the aforesaid fee payable by the transferor to the Company in respect thereof.</p>	<p>Article 20 (1)</p> <p>Upon every transfer of shares the certificate held by the transferor <u>(if one has been issued)</u> shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall <u>upon request by the transferee</u> be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him <u>upon his request</u> at the aforesaid fee payable by the transferor to the Company in respect thereof.</p>
<p>Article 20 (2)</p> <p>The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount as the Designated Stock Exchange may from time to time determine provided that the Board may at any time determine a lower amount for such fee.</p>	<p>Article 20 (2)</p> <p>The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount <del>as the Designated Stock Exchange may from time to time determine</del> <u>prescribed by the ASR Code</u> provided that the Board may at any time determine a lower amount for such fee.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 21</p> <p>If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.</p>	<p>Article 21</p> <p>If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as <del>the Designated Stock Exchange may determine</del> <u>prescribed by the ASR Code</u> to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.</p>
	<p>Article <u>43 (3)</u></p> <p><u>The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.</u></p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
<p>Article 44</p> <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>	<p>Article 44</p> <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members <u>and holders of Prescribed Securities (as defined in the USM Rules)</u> without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in <del>an appointed newspaper or any other any</del> <u>any</u> newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u></p>
<p>Article 45</p> <p>Subject to the Listing Rules, notwithstanding any other provisions of these Articles, the Company or the Directors may fix any date as the record date for:</p>	<p>Article 45</p> <p>Subject to the Listing Rules, notwithstanding any other <del>provisions</del> <u>provision</u> of these Articles; the Company or the Directors may fix any date as the record date for:</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 45 (b)</p> <p>determining the Members entitled to receive a Notice of and to vote at any general meeting of the Company.</p>	<p>Article 45 (b)</p> <p>determining the Members entitled to receive a Notice of and to vote at any general meeting of the Company.</p>
<p>Article 46 (2)</p> <p>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.</p>	<p>Article 46 (2)</p> <p>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. <u>Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC.</u></p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 47</p> <p>The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p>	<p>Article 47</p> <p><u>The Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, the</u> instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 49 (b)</p> <p>the instrument of transfer is in respect of only one class of share;</p>	<p>Article 49 (b)</p> <p><u>if applicable</u>, the instrument of transfer is in respect of only one class of share;</p>
<p>Article 49 (c)</p> <p>the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and</p>	<p>Article 49 (c)</p> <p><u>for certificated shares</u>, the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and</p>
<p>Article 51</p> <p>The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution.</p>	<p>Article 51</p> <p>The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended <u>for a further period or periods not exceeding thirty (30) days</u> in respect of any year if approved by the Members by ordinary resolution.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 55 (2) (c)</p> <p>the Company has given notice of its intention to sell such shares to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>	<p>Article 55 (2) (c)</p> <p>the Company, <u>if so required by the Listing Rules</u>, has given notice of its intention to sell such shares to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>
<p>Article 56</p> <p>An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company’s financial year(unless a longer period would not infringe the Listing Rules, if any).</p>	<p>Article 56</p> <p>An annual general meeting of the Company shall be held <del>in</del><u>for</u> each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company’s financial year(unless a longer period would not infringe the Listing Rules, if any).</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 58</p> <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>Article 58</p> <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (<u>excluding treasury shares</u>) carrying the right of voting at general meetings of the Company, <u>on a one vote per share basis</u>, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within <u>twenty-one</u> <del>twenty-one</del> (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 63</p> <p>The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</p>	<p>Article 63</p> <p><u>(1)</u> The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p>Article 63 (2)</p> <p><u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>
<p>Article 64</p> <p>Subject to Article 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.</p>	<p>Article 64</p> <p>Subject to Article 64C, the chairman may, <del>with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting)</del> <u>(without the consent of the meeting) or shall at the direction of the meeting,</u> adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) <del>as the meeting shall determine</del>, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 64C</p> <p>where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.</p>	<p>Article 64C</p> <p>where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting-; <u>and</u></p>
<p>Article 64G</p>	<p>Article 64G<sub>2</sub></p>
<p>Article 66 (2)</p> <p>In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p>	<p>Article 66 (2)</p> <p><del>In the case of a physical meeting where</del> <u>Where</u> a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 73 (2)</p> <p>All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</p>	<p>Article 73 (2)</p> <p>All <del>members</del><u>Members shall</u> have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the <del>rules of the Designated Stock Exchange</del><u>Listing Rules</u>, to abstain from voting to approve the matter under consideration.</p>
<p>Article 76</p> <p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>	<p>Article 76</p> <p>The instrument appointing a proxy shall be in <del>writing under the hand of such form,</del> <u>including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the</u> appointor or <del>of</del> his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or <del>under the hand of</del> <u>signed by</u> an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 81 (2)</p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may appoint or authorise such person(s) as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so appointed or authorised, the appointment or authorisation shall specify the number and class of shares in respect of which each such representative is so appointed or authorised. Each person so appointed or authorised under the provisions of this Article shall be deemed to have been duly appointed or authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.</p>	<p>Article 81 (2)</p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may appoint or authorise such <del>person(s)</del> <u>persons</u> as it thinks fit to act as its <del>representative(s)</del> <u>representatives</u> at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so appointed or authorised, the appointment or authorisation shall specify the number and class of shares in respect of which each such representative is so appointed or authorised. Each person so appointed or authorised under the provisions of this Article shall be deemed to have been duly appointed or authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.</p>
<p>Article 83 (3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 83 (3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office <u>only</u> until the <del>next following</del> <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 83 (5)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including any Director appointed to an office under Article 87) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>	<p>Article 83 (5)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including <del>any</del> <u>a managing or other executive</u> Director) at any time before the expiration of his <del>period</del> <u>term</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 139</p> <p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, 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 payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.</p>	<p>Article 139</p> <p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, 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 payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. <u>For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u></p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p data-bbox="240 355 373 385">Article 149</p> <p data-bbox="240 438 786 1261">Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the annual general meeting and at the same time as (or before) the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>	<p data-bbox="812 355 944 385">Article 149</p> <p data-bbox="812 438 1358 1261">Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the annual general meeting and at the same time as <del>(or before)</del> the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 151</p> <p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>	<p>Article 151</p> <p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s computer network, <u>the website of the Designated Stock Exchange</u> or in any other permitted manner (including by sending any form of electronic communication), <del>and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</del></p>
<p>Article 154</p> <p>The remuneration of the Auditor shall be fixed by the Company in general meeting by ordinary resolution or in such manner as the Members may determine by ordinary resolution.</p>	<p>Article 154</p> <p>The remuneration of the Auditor shall be fixed by <del>the Company in general meeting by ordinary resolution</del> <u>an ordinary resolution passed at a general meeting</u> or in such manner as the Members may <del>determine</del> by ordinary resolution <u>determine</u>.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 158 (1)</p> <p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p>	<p>Article 158 (1)</p> <p>Any Notice or document (including any “corporate communication” <u>and “actionable corporate communication”</u> within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules,</u> any such Notice and document may be given or issued by the following means:</p>
<p>Article 158 (1) (e)</p> <p>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p>	<p>Article 158 (1) (e)</p> <p>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article <del>158(5)</del>, <u>subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;158(3) without the need for any additional consent or notification;</u></p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 158 (1) (f)</p> <p>by publishing it on the Company’s website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</p>	<p>Article 158 (1) (f)</p> <p>by publishing it on the Company’s website <del>to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</del> <u>or the website of the Designated Stock Exchange without the need for any additional consent or notification; or</u></p>
<p>Article 158 (2)</p> <p>The notice of availability may be given by any of the means set out above other than by posting it on a website.</p>	<p>Deleted</p>
<p>Article 158 (3)</p> <p>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p>Article 158 <del>(3)</del><u>(2)</u></p> <p>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
<p>Article 158 (4)</p> <p>Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</p>	<p>Deleted</p>
<p>Article 158 (5)</p> <p>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</p>	<p>Article 158 <del>(5)</del><u>(3)</u></p> <p>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which <del>notices</del><u>Notices</u> can be served upon him.</p>
<p>Article 158 (6)</p> <p>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.</p>	<p>Article 158 <del>(6)</del><u>(4)</u></p> <p>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, <del>149, 150 and 158</del> may be given in the English language only or in both the English language and the Chinese language <u>or, with the consent of or election by any member, in the Chinese language only to such Member.</u></p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 159 (b)</p> <p>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>	<p>Article 159 (b)</p> <p>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, <u>documents or publication</u> placed on <u>either</u> the Company’s website or the website of the Designated Stock Exchange, is deemed given <u>or served</u> by the Company <del>to a Member on the day following that on which a notice of availability is deemed served on the Member;</del> <u>on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p>
<p>Article 159 (c)</p> <p>if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</p>	<p>Deleted</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 159 (d)</p> <p>if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p>	<p>Article 159 <del>(d)</del><u>(c)</u></p> <p>if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p>
<p>Article 159 (e)</p> <p>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</p>	<p>Article 159 <del>(e)</del><u>(d)</u></p> <p>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 160 (1)</p> <p>Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p>	<p>Article 160 (1)</p> <p>Any Notice or other document delivered or sent <del>by post to or left at the registered address of any Member in pursuance of</del> <u>in any manner permitted by</u> these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 160 (2)</p> <p>A Notice may be given by the Company to the person 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, envelope or wrapper addressed to him 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, 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.</p>	<p>Article 160 (2)</p> <p>A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means (including publishing it on either the Company’s website or the website of the Designated Stock Exchange)</u> or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such <del>an</del> <u>electronic or postal</u> address has been so supplied) by giving the <del>notice</del> <u>Notice</u> in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

<b>BEFORE AMENDMENTS</b>	<b>AFTER AMENDMENTS</b>
<p>Article 161</p> <p>For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.</p>	<p>Article 161</p> <p>For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <u>The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.</u></p>
<p>Article 162 (2)</p> <p>A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</p>	<p>Article 162 (2)</p> <p><del>A</del><u>Unless otherwise provided by the Act,</u> a resolution that the Company be wound up by the court or <u>to</u> be wound up voluntarily shall be a special resolution.</p>
<p>Article 165</p> <p>Unless otherwise determined by the Directors, the financial year end of the Company shall be the 31st of December in each year.</p>	<p>Article 165.</p> <p>Unless otherwise determined by the Directors, the financial year end of the Company shall be the 31st <u>day</u> of December in each year.</p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p data-bbox="810 353 1356 463"><u>PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS</u></p> <p data-bbox="810 512 943 540"><u>Article 168</u></p> <p data-bbox="810 593 1356 704"><u>To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:</u></p> <p data-bbox="810 753 1356 1549">(a) <u>accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, “Requested Communications” within the meaning ascribed thereto under the Listing Rules, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and</u></p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p>(b) <u>pay any corporate action proceeds within the meaning ascribed thereto under the Listing Rules (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.</u></p>

BEFORE AMENDMENTS	AFTER AMENDMENTS
	<p data-bbox="810 353 1355 421"><u>UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES</u></p> <p data-bbox="810 474 943 502"><u>Article 169</u></p> <p data-bbox="810 555 1355 1747"><u>The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.</u></p>

---

## NOTICE OF ANNUAL GENERAL MEETING

---

# KINGDOM

## KINGDOM HOLDINGS LIMITED

### 金達控股有限公司

*(Incorporated in the Cayman Islands with limited liability and  
carrying on business in Hong Kong as “Kingdom (Cayman) Limited”)*

**(Stock Code: 528)**

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**” or “**AGM**”) of Kingdom Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 12 June 2026 at 3:30 p.m. for the following purposes:

### ORDINARY BUSINESS

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

1. To receive, consider and adopt the audited consolidated financial statements for the year ended 31 December 2025 together with the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) thereon;
2. To declare a final dividend of HK\$0.06 per ordinary share of the Company for the year ended 31 December 2025;
3. To re-elect Mr. TANG Tianheng as executive Director;
4. To re-elect Mr. REN Weiming as executive Director;
5. To re-elect Mr. ZHANG Hongwen as executive Director;
6. To re-elect Mr. SHEN Yueming as non-executive Director;
7. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
8. To re-appoint Ernst & Young as Auditors to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### SPECIAL BUSINESS

9. To consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale of transfer of treasury shares) of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization gives to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) together with the treasury shares resold or transferred by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company or any other share scheme or similar arrangement for the time adopted by the Company and approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same; and the said approval shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.; and

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

10. To consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) 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 buy back its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same; and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.”; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

11. To consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 9 and 10 above, the general mandate to the Directors pursuant to resolution no. 9 be and is hereby extended by the addition thereto of the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 10, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.”

12. To consider and, if thought fit, pass the following resolution (with or without modification) as a special resolution of the Company:

“**THAT:**

- (a) the proposed amendments to the existing articles of association of the Company (as substantially set out in the circular of the Company dated 21 April 2026) be and are hereby approved;
- (b) the amended and restated articles of association of the Company, a copy of each of which has been produced to the meeting and marked “A1” and initialed by the chairman of the Annual General Meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect; and
- (c) any one Director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid resolutions (a) and (b), including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”.

By Order of the Board  
**Kingdom Holdings Limited**  
**Mr. REN Weiming**  
*Chairman*

Hong Kong, 21 April 2026

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares
- (4) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he 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.
- (5) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:30 p.m. on Wednesday, 10 June 2026) or any adjournment or postponement thereof. The form of proxy will be published on the website of the Stock Exchange.
- (6) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 5 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 June 2026.
- (7) For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Monday, 6 July 2026 to Tuesday, 7 July 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 3 July 2026.
- (8) Shareholders of the Company whose names appear on the register of members of the Company on Friday, 12 June 2026 are entitled to attend and vote at the Annual General Meeting or any adjourned or postponed meetings, and shareholders whose names appear on the register of members of the Company on Tuesday, 7 July 2026 are entitled to the proposed final dividend.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (9) (a) Subject to paragraph (b) below, if a tropical cyclone typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
- (b) If a black rainstorm warning signal is cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
- (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
- (d) After considering their own situations, the Shareholders should decide on their own as to whether they will attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
- (10) References to time and dates in this circular are to Hong Kong time and dates.

*As at the date of this notice, the executive Directors of the Company are Mr. REN Weiming, Mr. ZHANG Hongwen, Mr. REN Zhong and Mr. TANG Tianheng; the non-executive Directors of the Company are Mr. SHEN Yueming and Mr. NGAN Martin; and the independent non-executive Directors of the Company are Mr. LAU Ying Kit, Ms. ZHANG Chan and Mr. FAN Lei.*