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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 licensed securities dealer or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信懋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1967)

PROPOSALS FOR

- (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,**
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES, BUY-BACK SHARES AND EXTENSION MANDATE,
(5) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW AMENDED AND RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

A notice convening the 2026 annual general meeting of the Company (the “**2026 AGM**”) to be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Friday, 26 June 2026 at 11:00 a.m. is set out on pages 54 to 57 of this circular. Such form of proxy is also published on the websites of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.szxinken.com.

Whether or not you are able to attend the 2026 AGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 11:00 a.m. on Wednesday, 24 June 2026) before the time appointed for holding the 2026 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or any adjournment thereof should you so wish.

30 April 2026

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DEFINITIONS

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

“2025 Annual Report”	the annual report of the Company for the financial year ended 31 December 2025 despatched to the Shareholders on 30 April 2026
“2026 AGM”	the 2026 annual general meeting of the Company to be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Friday, 26 June 2026 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“associate(s)”	has the same meaning defined in the Listing Rules
“Audit Committee”	the audit committee of the Board
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning defined in the Listing Rules
“Company”	Confidence Intelligence Holdings Limited (信懋智能控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1967)
“connected person(s)”	has the meaning defined in the Listing Rules
“controlling shareholder”	has the meaning defined in the Listing Rules
“core connected person(s)”	has the meaning defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Articles of Association”	the existing Second Amended and Restated Articles of Association adopted by a special resolution passed on 29 May 2023

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue 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 PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the 2026 AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares) up to 20% of the number of issued Shares (excluding treasury shares) as at the date of passing such resolution
“Latest Practicable Date”	22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	18 October 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Amended and Restated Articles of Association”	the new amended and restated articles of association of the Company proposed to be adopted by the Company which are set out in Appendix III to this circular incorporating the proposed amendments to the Existing Articles of Association
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the 2026 AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares (excluding treasury shares) as at the date of passing such resolution

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Shenzhen Confidence”	Shenzhen Confidence Intelligence Electronic Co., Ltd.* (深圳信懋智能電子有限公司) (formerly known as Shenzhen Confidence Industries Co. Ltd.* (深圳市信懋實業有限公司)), a company established under the laws of the PRC with limited liability on 23 March 2000 and an indirect wholly-owned subsidiary of the Company which was converted to Shenzhen Confidence Intelligence Electronic Co., Ltd. (a joint stock company with limited liability)* (深圳市信懋智能電子股份有限公司) on 2 December 2015 and listed on NEEQ on 10 May 2016. It was subsequently delisted on 4 December 2018 and converted to a limited liability company on 18 December 2018
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to this term under the Listing Rules
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD

CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信懋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1967)

Executive Directors:

Mr. Li Hao
(Chairman and Chief Executive Officer)
Mr. Zhang Bizhong
Mr. Xu Shizhen
Ms. Li Biqiong
Mr. Hao Xiangjun

Registered office in Cayman Islands:

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

Independent Non-executive Directors:

Mr. Chow Kit Ting
Ms. Mu Lingxia
Mr. Huang Jianfei

Principal place of business

in Hong Kong:
Unit 1705, 17/F
Strand 50
50 Bonham Strand
Sheung Wan
Hong Kong

30 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

- (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,**
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES, BUY-BACK SHARES AND EXTENSION MANDATE,
(5) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW AMENDED AND RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2026 AGM and to provide you with details of the resolutions to be proposed at the 2026 AGM relating to:

- (a) the adoption of the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2025;

LETTER FROM THE BOARD

- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditors;
- (d) the granting of the Issue Mandate to the Directors;
- (e) the granting of the Repurchase Mandate to the Directors;
- (f) the granting of the Extension Mandate to the Directors; and
- (g) the proposed amendments to the Existing Articles of Association and adoption of the New Amended and Restated Articles of Association.

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2025

The audited consolidated financial statements of the Company for the year ended 31 December 2025 together with the Reports of the Directors and the Auditors, are set out in the 2025 Annual Report which will be sent to the Shareholders together with this circular. The 2025 Annual Report may be viewed and downloaded from the Company's website (www.szxinken.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises five Executive Directors, namely Mr. Li Hao (chairman of the Board and chief executive officer of the Company), Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun; and three Independent Non-executive Directors, namely Mr. Chow Kit Ting, Ms. Mu Lingxia and Mr. Huang Jianfei.

Pursuant to Article 108(a) 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 three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to the retirement by rotation at least once every three years.

Accordingly, Mr. Li Hao, Mr. Xu Shizhen and Ms. Mu Lingxia will retire from office as Directors by rotation at the 2026 AGM and being eligible, offer themselves for re-election at the 2026 AGM.

LETTER FROM THE BOARD

The re-election of Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2026 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations including but not limited to, race, gender, age, cultural and educational background, professional qualification, skills, knowledge, industry experience and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

In recommending Mr. Li Hao and Mr. Xu Shizhen to stand for re-election as an Executive Director, and Ms. Mu Lingxia to stand for re-election as Independent Non-executive Directors, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Li Hao has over 25 years of experience in the electronic engineering and manufacturing industry. He obtained his diploma in industrial electrical automation from Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993;
- (b) Mr. Xu Shizhen has substantial experience in corporate finance and accounting. He obtained a Diploma in Finance and Accounting from the Wuhan University of Technology (formerly known as Wuhan Automotive Polytechnic University) in July 1996; and
- (c) Ms. Mu Lingxia has above 20 years of experience in corporate governance and management and securities affairs. She graduated from Xi'an Jiaotong University in the PRC majoring in Applied Economics and obtained therefrom a Master Degree in Economics. She also obtained a Master's Degree of Corporate Governance from the Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong). Ms. Mu is an associate of the Chartered Governance Institute and an associate of the Hong Kong Chartered Governance Institute.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience in the respective fields of business management, finance, accounting and corporate governance as mentioned above and as set out in Appendix I to this circular, the appointment of Mr. Li Hao, Mr. Xu Shizhen and Ms. Mu Lingxia as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board which is appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors. All the Independent Non-executive Directors satisfy the Independence Guidelines set out in the Listing Rules and has provided to the Company annual written confirmation of their independence.

LETTER FROM THE BOARD

At the 2026 AGM, an ordinary resolution will be proposed to re-elect Mr. Li Hao and Mr. Xu Shizhen as Executive Director, and Ms. Mu Lingxia as Independent Non-executive Directors.

Details of the above mentioned retiring Directors who are subject to re-election at the 2026 AGM are set out in Appendix I to this circular.

4. RE-APPOINTMENT OF THE AUDITORS

Conpak CPA Limited will retire as the Auditors at the 2026 AGM and, being eligible, offer themselves for re-appointment.

The preliminary estimated audit fee for the audit services in respect of the financial year ending December 31, 2026 will range from HK\$1.0 million to HK\$2.0 million. The estimated audit fee was determined after taking into account factors including the complexity of the Group's operation, the Group's business plan, the expected audit scope, the audit timetable and the resources required. The estimated audit fee is based on the information currently available as at the Latest Practicable Date. The final audit fee for the year ending 31 December 2026 may be adjusted if there is a material change in the basis, including any material change in the audit scope or other factors arising in the course of the audit.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Conpak CPA Limited as the Auditors and to hold office until the conclusion of the 2027 annual general meeting of the Company.

5. PROPOSED ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the 2025 annual general of the Company, a general mandate was given to the Directors to exercise the powers of the Company to:

- (a) allot, issue and deal with Shares (including any sale of transfer of treasury shares) not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the proposed resolution;
- (b) repurchase Shares up to 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the proposed resolution; and
- (c) extend to the general mandate to allot, issue and deal with Shares (including any sale of transfer of treasury shares) pursuant to paragraph (a) above to include the aggregate number of Shares which may be repurchased pursuant to paragraph (b) above.

The above general mandates will expire at the conclusion of the 2026 AGM and the purpose of this circular is to request the approval of the Shareholders to renew the general mandate as referred to in paragraphs (a), (b) and (c) above in the 2026 AGM to be held on 26 June 2026.

LETTER FROM THE BOARD

Issue Mandate

At the 2026 AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with the aggregate number of Shares (including any sale or transfer of treasury shares) up to 20% of the issued Shares (excluding treasury shares) as at the date of the passing of the proposed resolution (the “**Issue Mandate**”).

As at the Latest Practicable Date, the Company had 300,000,000 Shares in issue. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares will be allotted and issued or repurchased prior to the date of the 2026 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 60,000,000 Shares under the Issue Mandate.

Repurchase Mandate

At the 2026 AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange of an aggregate number of Shares up to 10% of the issued Shares (excluding treasury shares) as at the date of granting of the Repurchase Mandate (the “**Repurchase Mandate**”).

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the 2026 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 30,000,000 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

Extension Mandate

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares (including any sale or transfer of treasury shares) by an amount of Shares representing the aggregate number of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares) of the Company as at the date of passing the resolution for approving the Repurchase Mandate (the “**Extension Mandate**”).

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2026 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no present intention to exercise the Issue Mandate, the Repurchase Mandate and the Extension Mandate (if granted to the Directors at the 2026 AGM).

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

Reference is made to the announcement of the Company dated 30 March 2026. The Board will propose at the 2026 AGM a special resolution approving the proposed amendments to the Existing Articles of Association and adoption of the New Amended and Restated Articles of Association in order to, among other things, (i) align the existing Articles with the expanded paperless listing regime, the electronic dissemination of corporate communications by listed issuers, the treasury shares regime under the Listing Rules, and the preparations for transition to uncertificated securities market under the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS); and (ii) make other housekeeping amendments.

The New Amended and Restated Articles of Association incorporating the proposed amendments to the Existing Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the 2026 AGM to approve the proposed amendments to the Existing Articles of Association and adoption of the New Amended and Restated Articles of Association. The legal advisers to the Company as to Hong Kong laws have confirmed that the New Amended and Restated Articles of Association conform with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands law have confirmed that the New Amended and Restated Articles of Association conform with the laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the New Amended and Restated Articles of Association. The Shareholders are advised that the New Amended and Restated Articles of Association are available only in English and the Chinese translation of the New Amended and Restated Articles of Association provided in Appendix III to this circular in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

Prior to the passing of the relevant special resolution at the 2026 AGM and closure of the 2026 AGM, the Existing Articles of Association shall remain valid.

LETTER FROM THE BOARD

7. CLOSURE OF THE REGISTER OF MEMBERS

The 2026 AGM will be held on Friday, 26 June 2026 at 11:00 a.m. For determining the entitlement to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2026 AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 June 2026. The record date for AGM is Friday, 26 June 2026.

8. 2026 AGM

A notice convening the 2026 AGM is set out on pages 54 to 57 of this circular. The 2026 AGM will be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao'an District, Shenzhen, PRC on Friday, 26 June 2026 at 11:00 a.m., for the purpose of considering and, if thought fit, approving the resolutions as set out therein.

Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid. An announcement on the poll vote results will be made by the Company after the 2026 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2026 AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not later than 48 hours (i.e. 11:00 a.m. on Wednesday, 24 June 2026) before the time appointed for holding the 2026 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2026 AGM or any adjournment thereof should you so wish.

9. RESPONSIBILITY OF THE DIRECTORS

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.

LETTER FROM THE BOARD

10. RECOMMENDATION

At the 2026 AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, the re-appointment of Auditors and special resolution to approve the adoption of the New Amended and Restated Articles of Association.

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, the re-appointment of the Auditors and the adoption of the New Amended and Restated Articles of Association are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2026 AGM.

11. GENERAL INFORMATION

In the event of inconsistency, the English version of this circular shall prevail over the Chinese.

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

Yours faithfully,
By order of the Board
Confidence Intelligence Holdings Limited
Li Hao
Chairman

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors eligible for re-election at the 2026 AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. Li Hao (李浩) (“Mr. Li”), aged 54, is an executive Director, chairman of the Board and chief executive officer of our Group and the cousin of Mr. Xu Shizhen. Mr. Li joined our Group in March 2000 and has over 23 years of experience in the electronic engineering and manufacturing industry. He is primarily responsible for the overall strategic planning and business development and overseeing the daily operation of our Group. Mr. Li obtained his diploma in industrial electrical automation from Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993. He further completed a top-up degree in electronic and information technology from University of Electronic Science and Technology of China in January 2019 through online studies. From July 1993 to March 1996, Mr. Li worked as a sales manager in Shenzhen International Business Data Co., Ltd.* (深圳國際商業數據有限公司). From April 1996 to July 1998, Mr. Li Hao worked as a sales manager in Shenzhen Tefa Songli Electronic Industry Co., Ltd.* (深圳特發松立電子實業有限公司), an electronic products manufacturer. He then worked in Shenzhen Bolinshijia Modern Households Co., Ltd.* (深圳市柏林世家現代家居用品有限公司) (formerly known as Shenzhen Xinwei Industry Co., Ltd.* (深圳市信維實業有限公司)), a household products trader, as a deputy general manager from August 1998 to February 2000. He has been the director and general manager of Shenzhen Confidence and Xinzhi (Shenzhen) Electronic co., Ltd.* (信智(深圳)電子有限公司) (the “**Xinzhi Shenzhen**”) since March 2000 and March 2019, respectively. He has been the director of certain subsidiaries of the Group.

Mr. Li Hao has entered into a service agreement with the Company as Executive Director for a period of three years commencing from the Listing Date and continued thereafter. Mr. Li Hao is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Li Hao is entitled to an annual remuneration of approximately RMB2.8 million (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Li’s remuneration is recommended by the Remuneration Committee and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

* *For identification purpose only*

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Saved as disclosed above, (i) Mr. Li Hao has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Li Hao has not held any other positions in the Company and other members of the Group; and (iii) Mr. Li Hao does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed on page 18 of this circular, as at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Li Hao did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Li Hao's re-election.

Mr. Xu Shizhen (許世真), aged 52, is an Executive Director and the Chief Financial Officer of the Company and the cousin of Mr. Li Hao (the Chairman of the Company). Mr. Xu joined the Group in March 2000 and is primarily responsible for the overall financial, accounting and secretarial affairs of the Group. Mr. Xu obtained his Diploma in Finance and Accounting from the Wuhan University of Technology (formerly known as Wuhan Automotive Polytechnic University) in July 1996. From September 1996 to December 1998, Mr. Xu worked as a sales manager in Shenzhen Tefa Songli Electronic Industry Co., Ltd* (深圳市特發松立電子實業有限公司), an electronic products manufacturer. He then joined Shenzhen Suzhu Co., Ltd.* (深圳市塑住有限公司) as a purchasing manager from January 1999 to January 2000. He has been the chief financial officer of Shenzhen Confidence since March 2000 and has been appointed as a director, financial controller and secretary of the board since December 2015. He also has been the supervisor of Xinzhi (Shenzhen) Electronic Co., Ltd.* (信智(深圳)電子有限公司) since March 2019. He also has been the executive director of Chongqing Xinken Technology Company Limited* (重慶信懇科技有限公司), a subsidiary of the Group, since October 2020.

Mr. Xu Shizhen has entered into a service agreement with the Company as Executive Director for a period of three years commencing from the Listing Date and continued thereafter. Mr. Xu Shizhen is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Xu Shizhen is entitled to an annual remuneration of RMB1.3 million (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Xu's remuneration is recommended by the Remuneration Committee and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

* *For identification purpose only*

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Saved as disclosed above, (i) Mr. Xu Shizhen has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Xu Shizhen has not held any other positions in the Company and other members of the Group; and (iii) Mr. Xu Shizhen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Xu Shizhen did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Xu Shizhen's re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Mu Lingxia (慕凌霞) ("Ms. Mu"), aged 55, was appointed as an independent non-executive Director of the Company since 18 October 2021. She is the Chairman of the Remuneration Committee, a member of the Nomination Committee and the Audit Committee of the Group. She is responsible for providing independent advice to the Board. She has above 20 years of experience in corporate governance and management and securities affairs. From June 1992 to April 2003, Ms. Mu had served in different positions at Shenzhen Overglobe Development Company Limited* (深圳市中僑發展股份有限公司), including secretary of the board of directors and representative of securities affairs. Starting from 2003, she had served at Shenzhen Neptunus Bio-engineering Company Limited* (深圳市海王生物工程股份有限公司) (Shenzhen Stock Exchange: 000078) as manager of the office of the board and representative of securities affairs, until April 2016. During the period from April 2016 to September 2021, Ms. Mu (i) joined Shenzhen Neptunus Interlong Bio-technique Company Limited* (深圳市海王英特龍生物技術股份有限公司) (Stock Exchange: 8329) and served in various offices, such as vice general manager, company secretary, board secretary, financial controller and authorized representative, and (ii) subsequently worked at the company's subsidiary, Fuzhou Neptunus Fuyao Pharmaceutical Company Limited* (福州海王福藥製藥有限公司), as an executive director and vice general manager. In October 2021, Ms. Mu commenced her position as a partner at Shenzhen Value Online Consulting Co., Ltd.* (深圳價值在線諮詢顧問有限公司). Ms. Mu graduated from Xi'an Jiaotong university in the PRC majoring in Applied Economics and obtained therefrom a Master Degree in Economics. She subsequently obtained a Master's Degree of Corporate Governance from the Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong). Ms. Mu is an associate of the Chartered Governance Institute and an associate of the Hong Kong Chartered Governance Institute. She has also obtained the Certificate of Qualification of Board Secretary* (董事會秘書資格證書) issued by the Shenzhen Stock Exchange, the Qualification of Securities Practice* (證券業從業人員資格) issued by the Securities Association of China, and the Certificate of Accounting Professional issued by the Bureau of Finance of Nanshan District, Shenzhen* (南山區財政局).

* For identification purpose only

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Ms. Mu Lingxia has entered into a letter of appointment with the Company as Independent Non-executive Director for an initial term of one year commencing from 18 October 2021 and continued thereafter. Ms. Mu Lingxia is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Ms. Mu Lingxia Edmund is entitled to an annual director's fee of HK\$120,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Ms. Mu Lingxia has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Ms. Mu Lingxia does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Ms. Mu Lingxia does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Ms. Mu Lingxia has confirmed (i) her independence as regards the factors in Rule 3.13(1) to (8) of the Listing Rules, (ii) she has no financial or other interest in the business of the Listing Rules, (ii) she has no financial or other interest in the business of the Company or its subsidiaries or any relationship with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment.

The Company has received from Ms. Mu Lingxia a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Ms. Mu Lingxia is independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Ms. Mu Lingxia's re-election.

This appendix serves as an explanatory statement, as required under the Listing Rules to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 300,000,000. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the 2026 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 30,000,000 Shares, representing 10% of the number of issued Shares (excluding treasury shares) as at the date of passing the resolution.

REASONS FOR REPURCHASE

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

FUNDING OF REPURCHASE

Repurchase by the Company must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws and regulations of the Cayman Islands and the Listing Rules. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

IMPACT OF REPURCHASE

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 December 2025, being the date of the Company's latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

DIRECTORS' INTENTION TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell Shares to the Company or its subsidiaries.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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

CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing its securities on the Stock Exchange from a "core connected person", that is, a Director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates, and a core connected person (as defined in the Listing Rules) is prohibited from knowingly selling his/her/its securities of the Company to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a securities repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and the provision may apply as a result of any such increase.

INTENTION STATEMENT REGARDING SHARE BUY-BACK

Subject to the applicable requirements under the Listing Rules, the Company may cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the buy-backs. Should the Company decide to hold Shares bought back as treasury shares, the Company will, upon completion of the Share buy-back, withdraw the Shares bought back from CCASS and register the treasury shares in the Company's name in the register of members of the Company.

The Company may re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the Shares then in issue:

Name of Shareholder	Nature of interest	Number of Shares held/ interested ⁽¹⁾	Approximate % of the total number of Shares in issue	Approximate % of the total number of Shares in issue should the Repurchase Mandate be exercised in full
Skyflying Company Limited	Beneficial owner	99,881,250 (L)	33.29%	36.99%
Mr. Li Hao	Interest in a controlled corporation ⁽²⁾	99,881,250 (L)	33.29%	36.99%
Realtime Limited	Beneficial owner	27,543,750 (L)	9.18%	10.02%
Mr. Zhang Bizhong	Interest in a controlled corporation ⁽³⁾	27,543,750 (L)	9.18%	10.02%
Ms. Chen Juan	Interest of spouse ⁽⁴⁾	27,543,750 (L)	9.18%	10.02%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Skyflying Company Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Li Hao. Mr. Li Hao is also the sole director of Skyflying Company Limited. Therefore, Mr. Li Hao is deemed or taken to be interested in all the Shares held by Skyflying Company Limited under the SFO.
- (3) Realtime Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Zhang Bizhong. Mr. Zhang Bizhong the sole director of Realtime Limited. Therefore, Mr. Zhang Bizhong is deemed or taken to be interested in all the Shares held by Realtime Limited under the SFO.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

- (4) Ms. Chen Juan is the spouse of Mr. Zhang Bizhong. Accordingly, Ms. Chen Juan is deemed or taken to be interested in all the Shares held by Mr. Zhang Bizhong under the SFO.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will result in Mr. Li Hao and Skyflying Company Limited becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25% of the total issued share capital of the Company, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.380	0.295
May	0.340	0.290
June	0.520	0.295
July	0.510	0.340
August	0.840	0.415
September	0.560	0.430
October	0.500	0.435
November	0.450	0.360
December	0.450	0.370
2026		
January	0.445	0.380
February	0.455	0.390
March	0.435	0.370
April (<i>up to the Latest Practicable Date</i>)	0.425	0.370

SHARE REPURCHASE MADE BY THE COMPANY

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

The following are the changes to the Existing Articles of Association by the New Amended and Restated Articles of Association. Unless otherwise specified, articles referred to herein are articles of the New Amended and Restated Articles of Association.

All capitalised terms in the articles contained in this Appendix are terms defined in the Existing Articles of Association which shall have the corresponding meanings ascribed to them in the Existing Articles of Association.

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
1(b)	<p><u>ASR Code:</u> means the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time;</p> <p><u>Central Clearing and Settlement System:</u> means the Central Clearing and Settlement System operated by HKSCC;</p> <p>Companies Act: means the Companies Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these Articles of Association;</p> <p>Companies Ordinance: means the Companies Ordinance, Cap.Chapter 622 of the Laws of Hong Kong as amended from time to time;</p> <p><u>Company's website:</u> means the website of the Company to which any member may have access, the address or domain name of which has been notified to the members by the Company or as subsequently amended by notice given to the members by the Company;</p> <p><u>Designated Stock Exchange:</u> a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;</p> <p><u>electronic:</u> means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p><u>electronic communication:</u> shall mean a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;</p> <p><u>electronic means:</u> shall include sending or otherwise making available to the intended recipients of the communication in electronic format;</p> <p><u>electronic meeting:</u> shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</p> <p><u>electronic record:</u> has the same meaning as in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;</p> <p><u>HKSCC:</u> means the Hong Kong Securities Clearing Company Limited;</p> <p><u>hybrid meeting:</u> a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;</p> <p><u>Meeting Location:</u> has the meaning given to it by Article 71A(1);</p> <p><u>Notice or notice:</u> means written notice unless otherwise specifically stated in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws 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;</p> <p><u>physical meeting:</u> means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p><u>Principal Meeting Place:</u> has the meaning given to it by Article 65;</p> <p><u>Shareholder or member:</u> means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;</p> <p><u>Securities and Futures Ordinance:</u> means the Securities and Futures Ordinance, Chapter. 571 of the laws of Hong Kong, as amended from time to time;</p> <p><u>SFC:</u> means the Securities and Futures Commission of Hong Kong;</p> <p><u>Transfer Office:</u> means the place where the principal register of Shareholders is located for the time being;</p> <p><u>Treasury Share(s):</u> means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s);</p> <p><u>UNSRT System:</u> means 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;</p> <p><u>USM Rules:</u> means the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS) made under the Securities and Futures Ordinance, as amended from time to time.</p>
1(c)	(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force;</p> <p>(v) <u>references to a document (including, but without limitation, a resolution in writing) being executed include references to it being executed under hand or under seal or by electronic signature or by electronic communication or by any other method of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u></p> <p>(vi) <u>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;</u></p> <p>(vii) <u>references to the right of a Shareholder 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>(viii) <u>references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p><u>(ix) references 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 Act, the Listing Rules and these Articles, and any references to attending or doing anything at the meeting in person, personally and references to attend, participate, attending, participating and any other similar expressions, attendance and participation and any other similar expressions shall be construed accordingly; and (b) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;</u></p> <p><u>(x) 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 corporate 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 Act, the Listing Rules 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;</u></p> <p><u>(xi) 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</u></p> <p><u>(xii) all voting rights referred to in these Articles shall exclude the voting rights attached to Treasury Shares.</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
1(d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which notice specifying the intention to propose the resolution as a special resolution has been duly given <u>in accordance with these Articles.</u>
2	To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of <u>these</u> Articles or to change the name of the Company.
5(a)	If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either (i) with the consent in writing of the holders of not less than three-fourths of the voting rights of the Shares of that class or (ii) with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum (other than including at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, <u>(excluding Treasury Shares)</u> , that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
15	<p data-bbox="427 357 1390 540"><u>(b)</u> Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.</p> <p data-bbox="427 597 1390 853">(b) Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p> <p data-bbox="427 910 1390 1059">(c) Where the Company purchases for redemption a redeemable Share, <u>(d)</u> purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</p> <p data-bbox="427 1117 1390 1181">(d) The purchase or redemption of any Share shall not be deemed to give <u>(e)</u> rise to the purchase or redemption of any other Share.</p> <p data-bbox="427 1238 1390 1302">(e) The holder of the Shares being purchased or redeemed shall be bound <u>(f)</u> to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>
15A	<p data-bbox="427 1472 1390 1578"><u>Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:</u></p> <p data-bbox="427 1627 1390 1691"><u>(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and</u></p> <p data-bbox="427 1740 1390 1847"><u>(b) the relevant provisions of the Memorandum of Association of the Company, these Articles and the Companies Act are otherwise complied with.</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
<u>15B</u>	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share. Nothing in this Article 15B prevents an allotment of shares as fully paid bonus shares in respect of a Treasury Share and shares allotted as fully paid bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.</u>
<u>15C</u>	<u>The Company shall be entered in the Register as the holder of the Treasury Shares. However:</u> <u>(a) the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and</u> <u>(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u>
<u>15D</u>	<u>Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.</u>
<u>15E</u>	<u>Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:</u> <u>(a) cancel any one or more Treasury Shares; or</u> <u>(b) transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
17	(c) During the Relevant Period (except when the Register is closed in accordance to the Companies Ordinance), any Shareholder <u>and holders of Prescribed Securities (as defined in the USM Rules)</u> may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.
18	(a) 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 UNSRT System, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the USM Rules, as applicable, in compliance with the Listing Rules and other relevant regulations.</u> Where Shares are held in certificated form, every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. <u>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.</u>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
22	<p>If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited <u>by the ASR Code</u>under the Listing Rules, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.</p>
39	<p>Subject to the Companies Act <u>and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules</u>, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time, <u>or in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the stock exchange of the Relevant Territory or the SFC.</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
40	<p><u>Subject to the Companies 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 UNSRT System, the Central Clearing and Settlement System, or any other system approved by stock exchange of the Relevant Territory or the SFC, without the need for a written instrument of transfer. For certificated shares, t</u>The instrument of transfer of any Share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. 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>
43	<p>(b) <u>for certificated shares,</u> the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the Shares to which it relates, 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);</p> <p>(c) <u>if applicable,</u> the instrument of transfer is in respect of only one class of Share;</p>
62	<p>At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held within six Months<u>months</u> after the end of the Company's financial year and in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
63	All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
63A	<u>All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held:(a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>
64	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights (<u>excluding Treasury Shares</u> , on a one vote per share basis) in the capital of the Company. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board and adding resolutions to the agenda of the meeting for the transaction of any business specified in such requisition. Such meeting shall be held within two Months <u>months</u> after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) <u>may convene a physical meeting at only one location which will be the Principal Meeting Place</u> may do so in the same manner , and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. <u>The requisitionist(s) may add resolutions to the agenda of a general meeting requisitioned under this Article.</u>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
65	<p>An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. <u>The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business.</u> The notice for every general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all Shareholders of the Company.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
67	<p>All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p> <ul style="list-style-type: none"> (i) the declaration and sanctioning of Dividends; (ii) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets; (iii) the election of Directors in place of those retiring; (iv) the appointment of Auditors; (v) the fixing of, or the determining of the method of fixing of the remuneration of the Directors and of the Auditors; (vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital <u>of the total number of issued Shares (excluding Treasury Shares) as of the passing of the relevant shareholders' resolution</u> and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and (vii) the granting of any mandate or authority to the Board to repurchase securities of the Company.

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
70	<p>(1) <u>Subject to Article 70(2),</u> tThe chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.</p> <p>(2) <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/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 70(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>
71	<p><u>Subject to Article 71A,</u> tThe chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another <u>(as a physical meeting, a hybrid meeting or an electronic meeting)</u> as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
71A	<p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following:</u></p> <p>(a) <u>where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p>(c) <u>where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate 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 and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p> <p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p>(3) <u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p> <p>(4) <u>If it appears to the chairman of the general meeting that:</u></p> <ul style="list-style-type: none">(a) <u>the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or</u>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/ or vote at the meeting; or</u>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p>(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.</u></p> <p>(5) <u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p><u>(6) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/ or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p><u>(a) when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company’s website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company’s website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p><u>(b) notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.</u></p> <p><u>(7) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A(4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p> <p><u>(8) Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.</u></p>
72	<p>At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u> Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:</p> <p>(a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.
74	A poll shall be taken in such manner (including the use of ballot or voting papers or tickets <u>or other electronic means</u>) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.
<u>79B</u>	<u>All members (including a member which is a Clearing House (or its nominee(s))) 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 Listing Rules, to abstain from voting to approve the matter under consideration.</u>
82	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a poll or on a show of hands, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting <u>or adjourned meeting or postponed meeting (as the case may be)</u> , be delivered.

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
87	The instrument appointing a proxy shall be in writing under the hand of <u>such form, 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</u> the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
88	(1) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p>(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) <u>or if the Company has provided an electronic address in accordance with Article 88(1), shall be received at the electronic address specified</u>, not less than 48 hours before the time for holding the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting <u>or postponed meeting</u> where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
91	<p>A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, <u>or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified</u>, at least two hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
93	<p>Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:</p> <p>(a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or <u>if the Company has provided an electronic address in accordance with Article 88, delivered to such electronic address specified, or</u> handed to the chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting at which the person so authorised proposes to vote or handed to the chairman of the meeting at the meeting; and</p> <p>(b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) <u>or if the Company has provided an electronic address in accordance with Article 88, delivered to such electronic address specified,</u> not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the corporate representative proposes to vote.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
134	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by <u>electronic or other communication equipment or by telex or telegram or facsimile transmission at the telephone or facsimile number or address (postal or electronic)</u> from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his absence be sent in writing to him at his last known address; <u>(postal or electronic)</u>, facsimile or telex number or any other address; <u>(postal or electronic)</u>, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.</p>
142	<p>(b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address <u>(including postal and electronic)</u> or contact telephone or facsimile number, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their respective alternates) for the time being entitled to receive notices of meetings of the Board at their respective last known address, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
167	<p>Unless otherwise directed by the Board, any Dividend, <u>interest</u> or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby. <u>For the avoidance of doubt, any Dividend or other moneys or bonuses, rights or other distributions in respect of any Share payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Board may determine.</u></p>
168	<p>All Dividends, interests, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for one year after having been declared by the Company until claimed and, notwithstanding any entry in any books of the Company may be invested or otherwise made use of by the Board for the benefit of the Company or otherwise howsoever, and the Company shall not be constituted a trustee in respect thereof. All Dividends, <u>interests</u>, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for six years after having been declared may be forfeited by the Board and, upon such forfeiture, shall revert to the Company and, in the case where any of the same are securities of the Company, may be re-allotted or re-issued for such consideration as the Board thinks fit and the proceeds thereof shall accrue to the benefit of the Company absolutely.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
175	<p>(b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent <u>in accordance with Article 180(b)</u>by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p> <p>(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements<u>any manner (including sending by any form of electronic communication)</u> instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
180	<p>(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications <u>and actionable corporate communication(s)</u> within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or <u>by leaving it at that address addressed to the Shareholder or by electronic means by transmitting it to any electronic number or address supplied by the Shareholder of the Company or by placing it on the Company's Website and the HK Stock Exchange's website or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers, in the manner prescribed under the Listing Rules, these Articles and applicable laws.</u> In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such <u>electronic</u> address as may from time to time be authorised<u>supplied</u> by the Shareholder concerned or by publishing it on the <u>Company's website and the website of the HK Stock Exchange</u>and notifying the Shareholder concerned that it has been so published.</p>
181	<p>(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the Shareholder is outside the Relevant Territory, notice, <u>(i) if given through the post, shall be sent by prepaid airmail letter where available or (ii) if served by electronic means, shall be sent in accordance with Article 180(b).</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, <u>or, in case of electronic communications, fails to supply his electronic address or a correct electronic address,</u> to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he <u>may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company’s website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document.</u> Any notice or document served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, <u>or, in case of electronic communications, no or an incorrect electronic address,</u> provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
	<p>(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address <u>or by electronic means to his electronic address</u> but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address <u>or a new electronic address</u> for the service of notices on him.</p> <p>(d) <u>Notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.</u></p> <p>(e) <u>Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
182	<p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or <u>made available on at the Company's website and the website of the HK Stock Exchange</u> shall be deemed to have been served or delivered on the <u>first</u> day it was so published.</p>
183	<p>A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it <u>via electronic means or</u> through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, 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 an <u>electronic or postal</u> address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.</p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
185	Any notice or document delivered or sent by post or <u>by electronic means or published on the Company's website and the website of the HK Stock Exchange</u> , or left at the registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.
186	The signature to any notice or document to be given by the Company may be written or printed <u>or in electronic form</u> .
<u>197</u>	<p style="text-align: center;"><u>ELECTRONIC INSTRUCTIONS BY MEMBERS</u></p> <p><u>To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall accept instructions from Members and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine.</u></p>

Article	Provisions in the New Amended and Restated Articles of Association (showing changes to the Existing Articles of Association)
<u>198</u>	<p style="text-align: center;"><u>UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES</u></p> <p><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 UNSRT System or other systems approved by the SFC and the stock exchange of the Relevant Territory. 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 2026 ANNUAL GENERAL MEETING

CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信懇智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1967)

NOTICE IS HEREBY GIVEN that the 2026 annual general meeting (the “**2026 AGM**”) of Confidence Intelligence Holdings Limited (the “**Company**”) will be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Friday, 26 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 and the Reports of the Directors (the “**Directors**”) and Auditors of the Company for the year ended 31 December 2025.
2.
 - (a) To re-elect Mr. Li Hao as an Executive Director;
 - (b) To re-elect Mr. Xu Shizhen as an Executive Director;
 - (c) To re-elect Ms. Mu Lingxia an Independent Non-Executive Director;
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Conpak CPA Limited as the Auditors of the Company and to authorise the Board to fix its remuneration.

To consider and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 or transfer of treasury shares) of the Company (“**Shares**”) or securities convertible into the Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

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- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into the Shares) which might require the exercise of aforesaid powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
- i. a Rights Issue (as hereinafter defined); or
 - ii. any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into the Shares; or
 - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares pursuant to the articles of association of the Company in force from time to time,
- shall not in total exceed 20% of the aggregate number of Shares (excluding treasury shares) in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing or varying of the authority set out in this resolution.

NOTICE OF 2026 ANNUAL GENERAL MEETING

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

NOTICE OF 2026 ANNUAL GENERAL MEETING

- iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing and varying the authority set out in this resolution.”
6. “**THAT** conditional upon the passing of Resolutions numbered 4 and 5 set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares pursuant to Resolution numbered 4 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 5 above, provided that such number of Shares so repurchased by the Company shall not exceed 10% of aggregate number of issued Shares (excluding treasury shares) as at the date of passing of this resolution.”

SPECIAL RESOLUTION

7. As special business, to consider and, if though fit, pass the following resolution as a special resolution:

“**THAT** the third amended and restated articles of association of the Company (the “**New Amended and Restated Articles of Association**”), a copy of which has been produced to this meeting marked “A” for identification purpose and signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current articles of association of the Company with effect from the close of this meeting and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Amended and Restated Articles of Association.”

By order of the Board
Confidence Intelligence Holdings Limited
Li Hao
Chairman

Hong Kong, 30 April 2026

Notes:

- (1) Any member of the Company entitled to attend and vote at the 2026 AGM shall be entitled to appoint another person as its/his/her proxy to attend and vote instead of it/him/her and so appointed shall have the same right as the member to speak at the meeting. A member who is the holder of two or more Shares may appoint one or more proxies to attend and vote instead of it/him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the 2026 AGM is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

NOTICE OF 2026 ANNUAL GENERAL MEETING

- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours (i.e. 11:00 a.m. on Wednesday, 24 June 2026) before the time appointed for holding the 2026 AGM or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the 2026 AGM or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such Share shall be accepted to exclusion of the votes of the other joint holders.
- (6) The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the 2026 AGM, all transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 June 2026. The record date for AGM is Friday, 26 June 2026.
- (7) As at the date of this notice, the Executive Directors are Mr. Li Hao, Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun, and the Independent Non-executive Directors are Mr. Chow Kit Ting, Ms. Mu Lingxia and Mr. Huang Jianfei.