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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in KECK SENG INVESTMENTS (HONG KONG) LIMITED (the "Company"), you should at once hand this circular, together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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## KECK SENG INVESTMENTS (HONG KONG) LIMITED

激成投資（香港）有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 184)

### PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND ADOPTION OF NEW ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the forthcoming annual general meeting of the Company to be held at 27/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on Tuesday, 31 May 2022 at 12:00 noon is set out on pages 45 to 50.

Whether or not you are able to attend the meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar & Transfer Office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 12:00 noon on Saturday, 28 May 2022) or the adjourned meeting (as the case may be). A form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.keckseng.com.hk](http://www.keckseng.com.hk)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic, the Company will implement, in addition to the hygiene measures that may be implemented by Club Lusitano, the following precautionary measures at the Annual General Meeting to protect attendees, including but not limited to:

- (i) mandatory temperature check will be conducted for every attendee at the entrance to the meeting venue;
- (ii) every attendee is required to wear face-mask throughout the meeting;
- (iii) limited seating capacity to maintain social distancing and/or limit the number of attendees to avoid overcrowding;
- (iv) no refreshment will be served; and
- (v) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any person, who (1) does not comply with the precautionary measures referred to in (i) and (ii) above; (2) is having a body temperature of over 37.3 degree Celsius; (3) is subject to any mandatory quarantine imposed by the Hong Kong Government on the Annual General Meeting date or has close contact with any person under quarantine; (4) is subject to the Hong Kong Government's prescribed testing requirements or direction and has not been tested negative; or (5) has any flu-like symptoms or is otherwise unwell, may be denied entry into the Annual General Meeting venue at the absolute discretion of the Company so as to ensure the health and safety of the attendees of the Annual General Meeting.

Shareholders should not attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Company strongly encourages Shareholders to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions and to return his/her proxy form(s) by the time specified, instead of attending the Annual General Meeting in person.

Note: Reference to time and dates in this circular are to Hong Kong time and dates.

21 April 2022

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing COVID-19 pandemic, the Company will implement, in addition to the hygiene measures that may be implemented by Club Lusitano, the following precautionary measures at the Annual General Meeting to protect attendees, including but not limited to:

- (i) mandatory temperature check will be conducted for every attendee at the entrance to the meeting venue;
- (ii) every attendee is required to wear face-mask throughout the meeting;
- (iii) limited seating capacity to maintain social distancing and/or limit the number of attendees to avoid overcrowding;
- (iv) no refreshment will be served;
- (v) voting boxes will be arranged outside and inside the venues for Shareholders to place their completed voting papers; and
- (vi) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

The Company would like to remind all attendees to observe and practise good personal hygiene at all times at the venue of the Annual General Meeting. The Company reserves the right to deny entry into or require any person to leave the venue of the Annual General Meeting at the absolute discretion of the Company, if such person:

- (1) does not comply with the precautionary measures referred to in (i) and (ii) above;
- (2) is having a body temperature of over 37.3 degree Celsius;
- (3) is subject to any mandatory quarantine imposed by the Hong Kong Government on the date of the Annual General Meeting or has close contact with any person under quarantine;
- (4) is subject to the Hong Kong Government's prescribed testing requirements or direction and has not been tested negative; or
- (5) has any flu-like symptoms or is otherwise unwell.

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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**Shareholders should not attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.**

**In addition, the Company would like to remind all attending Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. The Company strongly encourages Shareholders to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions and to return his/her proxy form(s) to the Company's Share Registrar & Transfer Office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 12:00 noon on Saturday, 28 May 2022) or the adjourned meeting (as the case may be), instead of attending the Annual General Meeting in person.**

**For those non-registered holders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.**

Due to the potential unpredictable development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the Annual General Meeting at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.keckseng.com.hk](http://www.keckseng.com.hk)) for further announcement(s) and update(s) on such arrangements and/or further precautionary measures to be taken.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 31 May 2022 at 12:00 noon;
“Articles of Association”	the existing articles of association of the Company;
“Board”	the board of Directors of the Company for the time being;
“Buy-back Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Company”	Keck Seng Investments (Hong Kong) Limited, a company incorporated in Hong Kong under the Companies Ordinance, the shares of which are listed on HKEX;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HKEX”	The Stock Exchange of Hong Kong Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	13 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on HKEX;
“New Articles of Association”	the new Articles of Association proposed to be adopted by the Shareholders at the Annual General Meeting;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the Annual General Meeting;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of share(s) of the Company;
“Special Resolution(s)”	the proposed special resolution(s) as referred to in the notice of the Annual General Meeting;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time.

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LETTER FROM THE BOARD

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**KECK SENG INVESTMENTS (HONG KONG) LIMITED**

**激成投資（香港）有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 184)**

*Executive Directors:*

HO Kim Swee@HO Kian Guan (*Executive Chairman*)

HO Cheng Chong@HO Kian Hock (*Deputy Executive Chairman*)

TSE See Fan Paul

CHAN Lui Ming Ivan

YU Yuet Chu Evelyn

HO Chung Tao

HO Chung Hui

HO Chung Kain@HE Chongjing (*Alternate to HO Chung Hui*)

*Registered office:*

Room 2902 West Tower

Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

*Non-executive Directors:*

HO Eng Chong@HO Kian Cheong

HO Chung Kiat Sydney@HE Chongjie Sydney

*(Alternate to HO Kian Cheong)*

*Independent Non-executive Directors:*

KWOK Chi Shun Arthur

WANG Poey Foon Angela

YU Hon To David

Stephen TAN

21 April 2022

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO BUY BACK SHARES  
AND TO ISSUE NEW SHARES AND  
RE-ELECTION OF RETIRING DIRECTORS AND  
ADOPTION OF NEW ARTICLES OF ASSOCIATION AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the Ordinary Resolutions and the Special Resolution to be proposed at the Annual General Meeting (i) to grant a general mandate to the Directors to exercise the powers of the Company to buy back the Company's fully paid up shares representing up to a maximum of 10% of the total number of issued shares in the share capital of the Company at the date of the Ordinary Resolution; (ii) to grant a general mandate to the Directors to issue new shares up to a maximum of 20% of the total number of issued shares in the capital of the Company at the date of the Ordinary Resolution; (iii) to increase the number of shares which the Directors may issue by the total number of shares bought back pursuant to the Buy-back Mandate; (iv) to re-elect the retiring Directors; and (v) to adopt the New Articles of Association.

### 2. SHARE BUY-BACK AND ISSUANCE MANDATES

At the last annual general meeting of the Company held on 31 May 2021, the Company granted a Buy-back Mandate to the Board to exercise the powers of the Company to buy back shares of the Company. A general mandate was also granted to the Directors enabling them to issue new shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary Resolutions will be proposed at the Annual General Meeting:

- (a) to grant a general mandate to the Directors to buy back on HKEX shares of the Company up to a maximum of 10% of the total number of issued shares in the share capital of the Company at the date of the resolution i.e. a maximum of 34,020,000 shares based on the issued share capital of the Company comprising 340,200,000 shares as at the Latest Practicable Date on the assumption that no further shares will be issued prior to the date of the Annual General Meeting (the "Buy-back Mandate");
- (b) to grant a general mandate to the Directors to issue new shares up to a maximum of 20% of the total number of issued shares in the capital of the Company at the date of the resolution i.e. a maximum of 68,040,000 shares based on the issued share capital of the Company comprising 340,200,000 shares as at the Latest Practicable Date on the assumption that no further shares will be issued prior to the date of the Annual General Meeting (the "Issuance Mandate"); and



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## LETTER FROM THE BOARD

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- (c) to extend the Issuance Mandate by an amount representing the total number of shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate.

The Buy-back Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the Ordinary Resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting.

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

### **3. RE-ELECTION OF RETIRING DIRECTORS**

Ms. YU Yuet Chu Evelyn, Mr. HO Kian Cheong, Mr. YU Hon To David and Mr. Stephen TAN will retire as Directors in accordance with Article 116 of the Articles of Association and being eligible, offer themselves for re-election at the Annual General Meeting.

When considering the nomination of Mr. David Yu for re-election, the Nomination Committee has taken account of the following factors, including the Company's Nomination Policy and Board Diversity Policy:

#### **a. Long tenure of service**

Mr. David Yu has been serving as independent non-executive directors of the Company for more than nine years. He is also a member of various Board Committees. During their tenures of office, he had been able to fulfill all the requirements regarding independence as an independent non-executive director. Besides, he has been providing objective and independent views to the Company over the years, and he remain committed to his independent role. The Nomination Committee was of the view that the long service of Mr. David Yu would not affect his exercise of independent judgement and were satisfied that he has the required character, integrity and experience to continue fulfilling the role of an independent non-executive director.

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## LETTER FROM THE BOARD

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### **b. Skills and experience**

Mr. David Yu has extensive experience in the fields of auditing, corporate finance, financial investigation and corporate management. The Nomination Committee is of the view that Mr. David Yu is beneficial to the Board with diversity of his comprehensive business experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited from his contribution and valuable insights derived from his in-depth knowledge of the Company. With his background and knowledge, Mr. David Yu could bring new ideas from different perspectives to the Board.

The Board, through the assessment and recommendation by the Nomination Committee, considered Mr. David Yu and Mr. Stephen Tan as independent for the purpose of acting as independent non-executive directors of the Company.

The re-election of the above retiring Directors is subject to separate resolutions to be approved by the shareholders at the Annual General Meeting in accordance with the Companies Ordinance and the Corporate Governance Code under the Listing Rules.

The biographical details of the retiring Directors offering to be re-elected which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 45 to 50 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.keckseng.com.hk](http://www.keckseng.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Share Registrar & Transfer Office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 12:00 noon on Saturday, 28 May 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 5. ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Board proposes to make amendments to the existing articles of association (the “Existing Articles”) for, *inter alia*, the following purposes:

- (a) to bring the Existing Articles in line with certain statutory changes as a result of replacement of old Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “Old Companies Ordinance”) by the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “New Companies Ordinance”) which came into operation on 3 March 2014;
- (b) to allow general meetings to be held as hybrid meetings where shareholders may attend by means of electronic facilities in addition to physical meetings where shareholders have to attend in person, set up arrangements concerning the hybrid meetings and set out certain amendments to existing arrangements for improving the efficiency of general meetings;
- (c) to make corresponding changes to the Existing Articles due to the amendments to Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange Hong Kong Limited (the “Listing Rules”) in July 2014;
- (d) to include in the Existing Articles certain core shareholder protection standards as introduced under Appendix 3 to the Listing Rules (the “Appendix 3”) in January 2022;
- (e) to make other house-keeping amendments, and make consequential amendments in line with the above amendments to the Existing Articles.

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## LETTER FROM THE BOARD

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The following are the major proposed amendments to the Existing Articles:-

<b>Proposed Amendments</b>	<b>Affected Articles</b>
<i>For New Companies Ordinance purpose:-</i>	
(1) excluding the application of the model articles set out in the Company (Model Articles) Notice (Chapter 622H of the laws of Hong Kong) to the Company;	1(C)
(2) abandoning the objects clause;	Objects clause
(3) changing the references to the Old Companies Ordinance to references to the New Companies Ordinance;	2, 176 (A) & (B)
(4) abolishing the Company's power to issue any warrants to bearer;	4(B), 60
(5) removing all references in relation to nominal value of shares and where appropriate, substituting such references by references to voting rights of shares;	5, 24, 35, 53, 73(ii), 85(B), 148(A)(i) & (ii)(d)
(6) removing all references relating to authorised share capital, par value, share premium, share premium account and capital redemption reserve or similar or related wordings and concepts in the Existing Articles;	3, 7, 11, 24, 35, 53, 58, 63(B), 112(B)(i), 143(A), 148(A)(i)(d) & (ii)
(7) requiring the Board to give the reasons for declining to register a share transfer if requested by the transferor or transferee;	40(B) & (C)
(8) abolishing the Company's power to convert any shares into stock (or vice versa);	59, 60, 61, 62
(9) amending the manner in which the Company may alter its share capital, in light of the abolition of nominal value for shares and the provisions of the New Companies Ordinance relating to the permitted alteration and reduction of share capital;	63(A) & (B)
(10) providing that without the approval of members in accordance with the provisions of the Companies Ordinance, the Company must not enter into a service contract under which the guaranteed term of the employment of a Director of the Company exceeds or may exceed 3 years;	107(F)
(11) clarifying the rules on indemnification of Directors against liabilities to third parties and the related exception provided under the Companies Ordinance;	176(A) & (B)

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## LETTER FROM THE BOARD

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Proposed Amendments	Affected Articles
<i>For hybrid meeting and efficiency meeting purpose:-</i>	
(12) inserting the definitions of “physical meeting”, “hybrid meeting”, “electronic means”, “meeting locations”, “physical meeting place”;	2
(13) requiring the holding of an annual general meeting in each financial year and amending the required notice period for convening annual general meetings and other general meetings;	70, 73
(14) making it clear that members holding 5% of the total voting rights of all the members having a right to vote at general meetings on a one vote per share basis are able to convene a general meeting; ( <i>also for New Companies Ordinance purpose</i> )	71
(15) reducing the voting rights threshold and increasing the headcount threshold for demanding a poll such that, among others, any member(s) holding at least 5% of the total voting rights of all the members having the right to vote at the meeting or any 5 members entitled to vote at the meeting can demand a poll; ( <i>also for New Companies Ordinance purpose</i> )	80(ii) & (iii)
(16) providing that the Board may arrange for a general meeting to be held at more than one location by using electronic facilities and/or to conduct the meeting in the form of a hybrid meeting;	72, 73, 78A, 79, 79A, 79B
(17) providing that the Board or chairman of the meeting may, at his absolute discretion, interrupt or adjourn general meetings under certain prescribed circumstances;	77, 79
(18) providing that the Board and the chairman of the meeting may make any arrangement to ensure the security and orderly conduct of general meetings;	79E
(19) allowing the Board to postpone or make changes to a general meeting when they in their absolute discretion consider it is impracticable or unreasonable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, for example, in case of bad weather conditions or other similar events;	79C, 79F
(20) permitting the instrument of proxy to be sent to the Company by electronic means if and as specified by the Company; ( <i>also for New Companies Ordinance purpose</i> )	92(B)
(21) making it clear that a corporation may execute a form of proxy under the hand of a duly authorised officer; ( <i>also for New Companies Ordinance and Appendix 3 purpose</i> )	96(ii)

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## LETTER FROM THE BOARD

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Proposed Amendments	Affected Articles
(22) making it clear that proxies or corporate representative appointed by a recognized clearing house shall have the right to speak and vote at general meetings; <i>(also for Appendix 3 purpose)</i>	96(A)
(23) providing that the instrument of proxy in respect of a poll taken more than 48 hours after it was demanded is required to be deposited not less than 24 hours; before the time appointed for the taking of the poll, and that any public holiday shall be excluded from being counted towards the time for depositing proxy;	92(A)
(24) providing that votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Board or the chairman of the meeting may determine;	85(B)
(25) providing that members shall 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; <i>(also for Appendix 3 purpose)</i>	85(A)
<i>For Listing Rules purpose:-</i>	
(26) inserting the definitions of “close associate” and “connected entity” and make corresponding changes including amendments to provide that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates or connected entity (and where required by the Listing Rules, his other associates) is/are materially interested;	2, 107(B)(ii) & (iii)
<i>For Appendix 3 purpose:-</i>	
(27) providing that, where not otherwise provided by law, the members in general meeting shall have the power by ordinary resolution to remove any director of Company (“Director”) (including a managing or other executive director, but without prejudice to any claim for damages under any contract) before the expiration of his term of office;	106(A)(vii), 109A, 122
(28) providing that a super-majority vote of the members of the class to which the rights are attached shall be required to approve a change to those rights and “super-majority vote” in such case means at least three-fourths of the voting rights of the members holding shares in that class present and voting in person or by proxy at a separate general meeting of members of the class where the quorum for such meeting shall be holders of at least one third of the issued shares of the class;	5

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## LETTER FROM THE BOARD

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<b>Proposed Amendments</b>	<b>Affected Articles</b>
(29) providing that a super-majority vote of the members in a general meeting shall be required to approve changes to the Company’s constitutional documents and in such case “super-majority vote” means at least three-fourths of the total voting rights of the members present and voting in person or by proxy at the general meeting;	177
(30) providing that the appointment, removal and remuneration of auditors must be approved by a majority of the members;	163
(31) providing that a super-majority vote of the members in a general meeting shall be required to approve a voluntary winding up of the Company and in such case, “super-majority vote” means at least three-fourths of the total voting rights of the members present and voting in person or by proxy at the general meeting;	174A
(32) amending the power of the Company to forfeit unclaimed dividend where such power shall not be exercised until twelve years instead of six years after the date of declaration of dividend; and	156
<i>Other amendments:-</i>	
(33) making other house-keeping amendments, and consequential amendments in line with the above amendments to the Existing Articles.	37A, 98, 100(C), 121, 125, 131, 133

In view of the substantial number of amendments, the Board proposes to amend by adopting the New Articles of Association to replace the Articles of Association with effect from the date of the passing of the relevant special resolution at the Annual General Meeting.

The New Articles of Association, in a blackline version showing details of the amendments to the existing Articles of Associations, is set out in Appendix III “Amendments brought about by the New Articles of Association” to this circular. Shareholders are advised that the New Articles of Association are in English only and that the Chinese translation in Appendix III to this circular is for reference only. In case of inconsistency, the English version shall prevail.

The legal advisers to the Company have confirmed that the proposed amendments comply with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the granting of the Buy-back Mandate, the granting/extension of the Issuance Mandate and the re-election of retiring Directors, and adoption of New Articles of Association are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buy-back Mandate), Appendix II (Details of Directors proposed to be re-elected at the Annual General Meeting) and Appendix III (Amendments Brought about by the New Articles of Association) to this circular.

Yours faithfully

For and on Behalf of the Board

**Keck Seng Investments (Hong Kong) Limited**

**HO Kian Guan**

*Executive Chairman*



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## **APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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This explanatory statement constitutes the memorandum required under Section 239(2) of the Companies Ordinance and contains all the information required under the Listing Rules for you to consider the Buy-back Mandate.

### **1. REASONS FOR BUY-BACK OF SHARES**

Although the Directors have no present intention of buying back any shares, they believe that the flexibility afforded by the Buy-back Mandate would be beneficial to the Company and its Shareholders. Trading conditions on HKEX have sometimes been volatile in recent years. At any time in the future when shares are trading at a discount to their underlying value, the ability of the Company to buy back shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of shares bought back by the Company and thereby resulting in an increase in net assets and/or earnings per share of the Company. Furthermore, the Directors' exercise of the mandate granted under the Buy-back Mandate may lead to an increased volume of trading in shares on HKEX. Such buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 340,200,000 shares. Subject to the passing of the Ordinary Resolution no. 5, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 34,020,000 shares on the basis that no further shares will be issued prior to the date of the Annual General Meeting.

### **3. FUNDING OF BUY-BACKS**

The Directors propose that buy-backs of shares under the Buy-back Mandate in these circumstances would be financed legally from the Company's distributable profits or proceeds of a fresh issue of shares in accordance with the Articles of Association of the Company and laws of Hong Kong. There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report for the year ended 31 December 2021) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

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**APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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**4. SHARE PRICES**

The highest and lowest prices per share at which the shares of the Company have been traded on HKEX during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

		<b>Highest</b>	<b>Lowest</b>
		<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>	April	3.51	3.00
	May	4.10	3.32
	June	4.19	3.55
	July	6.10	3.55
	August	4.99	3.69
	September	4.34	3.50
	October	3.80	3.50
	November	3.60	2.95
	December	3.30	2.87
<b>2022</b>	January	3.50	2.82
	February	3.20	2.90
	March	2.95	2.70
	April (up to Latest Practicable Date)	2.90	2.75

**5. UNDERTAKING AND DISCLOSURE OF INTERESTS**

The Directors have undertaken to HKEX to exercise the power of the Company to buy back shares under the Buy-back Mandate in accordance with the Listing Rules and laws of Hong Kong.

To the best knowledge of the Company, as at the Latest Practicable Date, the Directors and their associates beneficially held in aggregate 254,050,480 shares in the issued share capital of the Company, representing approximately 74.68% of the Company's issued share capital. If the power of the Company to buy back the shares under the Buy-back Mandate is exercised in full, the Directors' interest in the issued capital of the Company will be increased to 82.97%. However, the Directors have no intention to exercise the Buy-back Mandate to such extent that less than 25% of the issued share capital of the Company would be in public hands. The Directors are not aware of any consequences which will arise to an obligation to make a mandatory offer in accordance with the Takeovers Code as a result of any shares to be bought back under the Buy-back Mandate.

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**APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE**

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None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell shares to the Company under the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders.

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

**6. SHARE BUY-BACK MADE BY THE COMPANY**

No shares has been bought back by the Company during the last six months (whether on HKEX or otherwise).

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Details of Directors proposed to be re-elected at the Annual General Meeting are provided below.

**Ms. YU Yuet Chu Evelyn**, aged 66, is an Executive Director of the Company, a Remuneration Committee member of the Board and director/secretary of various companies of the Group. She joined the Company in 1994 to oversee the Group's investments in China and was appointed as a director of the Company on 1 July 2006. Ms. Yu holds a Bachelor of Arts degree from Carleton University, Canada.

Ms. Yu does not have any service contract with the Group. However, she has entered into a letter of appointment as Director with the Company. For the year ended 31 December 2021, she is entitled to a total remuneration of HK\$1,416,000, including salary, discretionary bonus, director's fee and fee for attending Board meetings and committee meetings of the Board.

So far as the Directors are aware as at the Latest Practicable Date, Ms. Yu did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. HO Kian Cheong**, aged 72, is a Non-executive Director of the Company. He was appointed as a Director of the Company on 5 December 1979 and was re-designated as Non-executive Director on 17 April 2003. He is also a non-executive director of Keck Seng (Malaysia) Berhad (listed on the BMSB).

Mr. Ho does not have any service contract with the Group. For the year ended 31 December 2021, he is entitled for a total remuneration of HK\$85,000 for director's fee and fee for attending Board meetings.

Mr. Ho is the father of Mr. HO Chung Kiat Sydney, the brother of Mr. HO Kian Guan and Mr. HO Kian Hock and uncle of Mr. CHAN Lui Ming Ivan, Mr. HO Chung Tao, Mr. HO Chung Kain and Mr. HO Chung Hui (all being directors or alternate director of the Company). Saved as disclosed hereof, Mr. Ho does not have relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practical Date, Mr. Ho had a personal interest in 55,160,480 shares (representing approximately 16.21% of the issued share capital) of the Company within the meaning of Part XV of the SFO.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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**Mr. YU Hon To David**, aged 74, is an Independent Non-executive Director of the Company. He was appointed as a Director of the Company on 1 April 2013. He is also the chairman of Audit and Compliance Committee, a Remuneration Committee member, a Nomination Committee member and a Risk Management Committee member of the Board. He is an associate member of The Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a fellow member of Institute of Chartered Accountants in England and Wales. Mr. Yu has extensive experience in the fields of auditing, corporate finance (including IPO advisory, mergers and acquisitions and financial restructuring), financial investigation and corporate management and has been appointed as independent non-executive directors (“INED”) of China Resources Gas Group Limited, One Media Group Limited, Playmates Toys Limited and MS Group Holdings Limited, all listed on The Stock Exchange of Hong Kong Limited (“HKEx”). Mr. Yu retired as an INED of Playmates Holdings Limited on 21 May 2021 and resigned from the position of independent non-executive director of Haier Electronics Group Company Limited, Media Chinese International Limited, New Century Asset Management Limited and China Renewable Energy Investment Limited with effect from 24 December 2020, 1 July 2021, 1 September 2021 and 1 January 2022 respectively, all listed or previously listed on HKEx. Mr. Yu has been appointed as non-executive director of Haier Smart Home Co., Ltd. which is listed on Shanghai Stock Exchange and HKEx with effect from 5 March 2021.

Mr. Yu does not have any service contract with the Group. However, he has entered into a letter of appointment as Director with the Company. For the year ended 31 December 2021, he is entitled to a total remuneration of HK\$295,000, for director’s fee and fee for attending shareholders’ meetings, Board meetings or committee meetings of the Board.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Yu did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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**Mr. Stephen TAN**, aged 68, is an Independent Non-executive Director of the Company. He was appointed as a Director of the Company on 6 June 2019. He is also the chairman of Risk Management Committee, an Audit and Compliance Committee member, a Remuneration Committee member and a Nomination Committee member of the Board. Mr. Tan is currently an executive director of Asia Financial Holdings Limited, an independent non-executive director of Pioneer Global Group Limited and China Motor Bus Company, Limited (all listed on HKEX). He also sits on the boards of Bank Consortium Trust Company Limited, Hong Kong Life Insurance Limited and AFH Charitable Foundation Limited. Mr. Tan serves as a Standing Committee Member of The Chinese General Chamber of Commerce, the Vice President of Hong Kong Chiu Chow Chamber of Commerce, the Incumbent Honorary President of Chiu Yang Residents Association of Hong Kong Limited, the Supervisor of Chiu Yang Por Yen Primary School and the Manager of Chiu Yang Primary School of Hong Kong. Mr. Tan is a member of the Board of Governor of Hong Kong Sinfonietta Limited, a voting member of Tung Wah Group of Hospitals Advisory Board, a founding member of both Hong Kong-Thailand Business Council and Hong Kong-Korea Business Council, a trustee of Outward Bound Trust of Hong Kong, a charter member of The Rotary Club of The Peak and a founding member of Opera Hong Kong Limited. Mr. Tan is also the honorary adviser of the Hong Kong Baseball Association. Mr. Tan was educated in the U.S.A. and holds a bachelor's degree in Business Administration from Rutgers University, and a master's degree in Business Administration from St. John's University. Mr. Tan is a son of Dr. Chan Yau Hing Robin who resigned as an Independent Non-executive Director of the Company with effect from 6 June 2019.

Mr. Tan does not have any service contract with the Group. However, he has entered into a letter of appointment as Director with the Company. For the year ended 31 December 2021, he is entitled to a total remuneration of HK\$295,000, for director's fee and fee for attending shareholders' meetings, Board meetings or committee meetings of the Board.

So far as the Directors are aware as at the Latest Practicable Date, Mr. Tan did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, the above directors, have not held any directorship in other listed public companies during the last three years and do not have any relationship with any other directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

The emoluments of the above Directors have been reviewed by the remuneration committee of the Board with reference to their duties and responsibilities within the Group and the Group's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions.

The above Directors are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Saved as disclosed above, there are no other matters relating to re-election of the above Directors that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The proposed amendments to the existing Articles of Association brought about by the adoption of the New Articles of Association are marked up as follows :-

**Name and Model Articles, etc. Table A**

- |    |   |                                    |
|----|---|------------------------------------|
| 1. | (A) <u>The name of the Company is “KECK SENG INVESTMENTS (HONG KONG) LIMITED (激成投資(香港)有限公司)”.</u>   | <u>Name of the Company.</u>        |
|    | (B) <u>The liability of the members of the Company is limited.</u>  | <u>Liability limited.</u>          |
|    | (C) <u>The regulations contained in (a) Table A in the First Schedule to the predecessor of the Companies Ordinance and (b) Model Articles in Schedule 1 of the Companies (Model Articles) Notice (Chapter 622H of the Laws of Hong Kong) shall not apply to the Company.</u> | <u>Other regulations excluded.</u> |

**Interpretation**

- |    |  |                                  |
|----|--|----------------------------------|
| 2. | <u>“associate” shall have the meaning as defined by the Listing Rules;</u>   | <u>associate.</u>                |
|    | <u>“clearing house” shall mean a recognized clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or a clearing house recognized by the laws of the jurisdiction in which the shares of the Company are listed.</u> | <u>clearing house.</u>           |
|    | <u>“close associate” shall have the meaning as defined by the Listing Rules;</u>   | <u>close associate.</u>          |
|    | <u>“connected entity” shall mean any entity connected with a Director as contemplated under the Companies Ordinance;</u>   | <u>connected entity.</u>         |
|    | <u>“corporate representative” shall mean a person authorized under Article 96(i) to act as the representative of the body corporate or under Article 96A by a clearing house;</u>  | <u>corporate representative.</u> |
|    | <u>“electronic means” shall include sending or otherwise making available to the intended recipients of the communication an electronic communication;</u>   | <u>electronic means.</u>         |
|    | <u>“Hong Kong” shall mean Hong Kong <del>and its dependencies</del> <u>Special Administrative Region of the People’s Republic of China;</u></u>  | <u>Hong Kong.</u>                |

“hybrid meeting” shall mean a general meeting held and conducted by (i) physical attendance and participation by members, corporate representatives and/or proxies at the principal meeting place and where applicable, one or more meeting location(s); and (ii) virtual attendance and participation by members, corporate representatives and/ or proxies by means of electronic facilities; hybrid meeting

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; Listing Rules

“meeting locations” shall have the meaning given to it in Article 79A; meeting locations.

“physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by members, corporate representatives and/or proxies at the principal meeting place and/or where applicable, one or more meeting location(s); physical meeting.

“principal meeting place” shall have the meaning given to it in Article 73; principal meeting place.

“share” shall mean ~~share~~ the existing ordinary shares in the capital of the Company and ~~includes stock except~~ shall include, where a distinction between stock and shares is expressed applicable, all such other additional shares of the Company in the same, or ~~implied~~ different class, issued, allotted or otherwise converted from time to time in accordance with these Articles; shares.

“writing” or “printing” shall unless the contrary intention appears, include writing, printing, lithography, photography, typewriting photocopies, telecopier messages and every other mode of representing or reproducing words or figures in a legible, non-transitory and visible form; or, to the extent permitted by and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the modes of service of the relevant document or notice and the member’s election comply with the Companies Ordinance and other applicable laws, rules and regulations; writing.  
printing.

### Share Capital and Modification of Rights

3. ~~The capital of the Company at the date of re-printing these Articles is HK\$500,000,000.00 divided into 500,000,000 shares of HK\$1.00 each. [Intentionally left blank]~~ Capital.  
(amended by  
ordinary resolution  
passed on 28  
October 1999)
4. (B) The Directors may issue warrants to subscribe for any class of shares or securities of the Company on such terms as they may from time to time determine. ~~Where share warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed and have received an indemnity in satisfactory form with regard to the issue of any new such warrant.~~



5. If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Ordinance, be varied ~~with or abrogated by passing a super-majority vote of the members of the class to which the consent in writing of rights are attached whilst the holders of Company is a going concern or during or in contemplation of a winding-up.~~ A “super-majority vote” in this Article means at least three-fourths ~~in nominal value of the voting rights of the issued members holding shares of in that class or with the sanction of a special resolution passed present and voting in person, by corporate representative or by proxy at a separate general meeting of members of the holders of class where the quorum for such meeting shall be holders of at least one-third of the issued shares of that the class.~~ To every such separate general meeting and the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy at least one third in nominal value of the issued shares of that class, and at an adjourned meeting one person holding shares of that class or his proxy, and that any holder of shares of the class present in person or by proxy may demand a poll.
- How rights of shares may be modified.

**Shares and Increase of Capital**

7. ~~The Company in general meeting may from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe. [Intentionally left blank]~~
- Power to increase capital.
11. ~~Subject to the provisions of the Companies Ordinance (and in particular Section 57B thereof) and of these Articles relating to new shares, all unissued shares in the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as the Board shall in its absolute discretion think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Companies Ordinance. [Intentionally left blank]~~
- Shares at the disposal of the Board.
12. ~~The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Ordinance shall be observed and complied with, and in each case the commission shall not exceed ten per cent. of the price at which the shares are issued.~~
- Company may pay commission.

**Register of Members and Share Certificates**

15. (C) Subject to the provisions of the Companies Ordinance, the register of the members and the branch register of member shall be open for inspection by members and the Company may be permitted to close the register. Share register.

**Call on Shares**

24. The Directors may from time to time make such calls as they may think fit upon the members in respect of any monies unpaid on the shares held by them respectively (~~whether on account of the nominal value of the shares or by way of premiums~~) and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments. Calls.  
Instalments.
35. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, ~~whether on account of the nominal value of the share and/or by way of premium~~, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, shall apply as if such sums had become payable by virtue of a call duly made and notified. Sums payable on  
allotment deemed a  
call.

**Transfer of Shares**

- 37A. Where the transferor or transferee is ~~(i) a clearing house within the meaning of Section I of the Securities and Futures Ordinance of Hong Kong or a clearing house recognized by the laws of the jurisdiction in which the shares of the Company are listed; or (ii) a nominee of the aforesaid clearing house, it may transfer all or any of its shares by an instrument of transfer by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.~~ Manner of execution when transferor or transferee is a clearing house.
40. (A) If the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal. Notice of refusal.
- (B) If the Board refuses to register a transfer, the transferee or transferor may request a statement of the reasons for the refusal. Statement of reasons for refusal.
- (C) If a request is made under paragraph (B) above, the Board shall, within 28 days after receiving the request, Request for statement of reasons for refusal.
- (i) send the person who made the request a statement of the reasons; or
- (ii) register the transfer.

**Forfeiture of Shares**

- 53. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Directors shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty per cent. per annum as the Directors may prescribe, and the Directors may enforce the payment thereof if they think fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, ~~whether on account of the nominal value of the share or by way of premium,~~ shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment. Arrears to be paid not-withstanding forfeiture.
  
- 58. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, ~~whether on account of the nominal value of the share or by way of premium,~~ as if the same had been payable by virtue of a call duly made and notified. Forfeiture for non-payment of any sum due on shares.

**Stock**

- 59. ~~The Company may by ordinary resolution convert any paid up shares into stock, and may from time to time by like resolution reconvert any stock into paid up shares of any denomination.~~ [Intentionally left blank] Power to convert into stock.
  
- 60. ~~The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.~~ [Intentionally left blank] Transfer of stock.
  
- 61. ~~The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by~~ Rights of stockholders.

~~an amount of stock which would not, if existing in shares, have conferred such privilege or advantage. [Intentionally left blank]~~

62. ~~Such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder". [Intentionally left blank]~~ Interpretation.

### Alteration of Capital

63. (A) ~~The Company may from time to time by Ordinary Resolution:- Subject to the provisions of the Companies Ordinance (and in particular section 170 thereof) the Company may from time to time by Ordinary Resolution:-~~ Alteration of capital.
- (i) ~~consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; on any consolidation of fully paid shares into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit; increase its share capital by allotting and issuing new shares;~~
- (ii) ~~cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; and increase its share capital without allotting and issuing new shares, if the funds or other assets for the increase are provided by the members;~~
- (iii) ~~sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Ordinance, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the~~

~~Company has power to attach to unissued or new shares capitalise its profits, with or without allotting and issuing new shares;~~

- ~~(iv) allot and issue bonus shares with or without increasing its share capital;~~
- ~~(v) convert all or any of its shares into a larger or smaller number of shares;~~
- ~~(vi) cancel shares:
 
  - ~~(a) that, at the date the resolution for cancellation is passed, have not been taken or agreed to be taken by any person; or~~
  - ~~(b) that have been forfeited.~~~~

- (B) The Company may by special resolution reduce its share capital, ~~any capital redemption reserve fund or any share premium account in any~~ such manner authorised and subject to any conditions prescribed by law. Reduction of capital.

**General Meetings**

- 70. The Company shall ~~in~~ within six months after the end of each of its 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 notices calling it; ~~and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.~~ The annual general meeting shall be held at such time and place as the Directors shall appoint. When annual general meeting to be held.
- 71. ~~All general meetings other than annual general meetings shall be called extraordinary general meetings.~~ The Directors may, whenever they think fit, convene a general meeting, other than annual general meeting, and general meetings shall also be convened on a valid request made in accordance with the requirements set out in the Companies Ordinance from member or members representing at least 5% of the total voting rights of all the members having a right to vote at general meetings on a one vote per share basis, or, in default, may be convened by the requesting member or members. Extraordinary Convening of general meeting.
- 72. ~~The Directors may, whenever they think fit, convene an extraordinary~~ All meetings, whether annual general meeting, and extraordinary meetings or other general meetings, shall also be convened on requisition, held at such time and place as the Directors shall appoint and may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 79A, or as a hybrid meeting as may be determined by the Companies Ordinance, or, in default, may be convened by the requisitionists Board in its absolute discretion. Convening Time and place of extraordinary general meeting.

73. ~~An annual general meeting~~ Subject to such other minimum period as may be specified in the Listing Rules and the Companies Ordinance from time to time, (a) ~~an annual general meeting called for the passing of a special resolution~~ shall be called by twenty-one days' ~~notice in writing at the least, or 20 clear business days' (having the meaning ascribed to it under the Listing Rules) notice in writing, whichever is longer~~ and ~~a meeting~~ (b) ~~all general meetings~~ of the Company other than an annual general meeting ~~or a meeting for the passing of a special resolution~~ shall be called by ~~at least~~ fourteen days' ~~notice in writing or 10 clear business days' (having the meaning ascribed to it under the Listing Rules) notice in writing, whichever is longer,~~ at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify ~~the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and~~ (i) ~~the time and the date of the meeting; and (ii) the place of the meeting (and if there is more than one meeting location as determined by the Board pursuant to Article 79A, the principal meeting place).~~ If the general meeting is to be a hybrid meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by the electronic means at the meeting or where such details will be made available by the Company prior to the meeting. The notice 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 subject to the provisions of the Companies Ordinance, 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: -
- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat: and
  - (ii) in the case of any other general meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together ~~holding not less than ninety-five per cent in nominal value of the shares giving that right, representing at least 95% of the total voting rights at meeting of the members.~~
74. (A) Subject to the Companies Ordinance (and in particular Section 579 thereof), the accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting; and Omission to give notice
- (B) ~~In~~ cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Proceedings at General Meetings

75. ~~All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, making a call in accordance with the provisions of these Articles, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.~~ [Intentionally left blank] Special business.  
Business of annual  
general meeting.
76. For all purposes the quorum for a general meeting shall be two members present in person, ~~by corporate representative~~ or by proxy. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business. Quorum.
77. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and (where applicable) such place(s) and in such form and manner referred to in Article 72 as shall be decided by the ~~Directors~~ Chairman, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the member or members present in person, by corporate representative or by proxy shall be a quorum and may transact the business for which the meeting was called. When if quorum not  
present meeting to  
be dissolved and  
when to be  
adjourned.
- 78A. Any Director (including without limitation, the Chairman of the meeting) 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 Companies Ordinance and other applicable laws, rules and regulations and these Articles. Attendance of  
director by  
electronic facilities.
79. ~~The~~ Subject to Article 79D, the Board or the Chairman 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 (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting or a hybrid meeting) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying ~~the place, the day and the hour of the adjourned meeting~~ details as set out in Article 73 shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Power to adjourn  
general meeting,  
business of  
adjourned meeting.

- 79A. The Board may, at its absolute discretion, arrange for members or persons entitled to attend a general meeting by simultaneous attendance and participation at such location or locations determined by the Board “(meeting location(s))” using electronic means at such location or locations in any part of the world as the Board may, at its absolute discretion, designate. Any member, corporate representative or any proxy attending and participating in such way or any member, corporate representative or any proxy attending and participating in a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- 79B. All general meetings are subject to the following:
- (i) where a member is attending a meeting location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the principal meeting place;
  - (ii) members present in person, by corporate representative or by proxy at a meeting location and/or members participating in 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 attending at all meeting locations and/or members participating in a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
  - (iii) where members attending a meeting being present at one of the meeting location(s) and/or where members participate in 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 a hybrid meeting, the inability of one or more members, corporate representatives or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
  - (iv) if any of the meeting location(s) is/are outside Hong Kong and/or in the case of a hybrid meeting, 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.
- Attendance and participation of a general meeting.
- Commencement of meeting, electronic facilities, and service of notice and lodge of proxy for hybrid meetings.



79C. 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 in 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/he shall in its/his 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, by corporate representative or by proxy, at any meeting location shall be entitled so to attend at one of the other meeting locations; and the entitlement of any member so 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.

Managing attendance, participation and voting.

79D. If it appears to the Board or the Chairman of the meeting that :

Interrupt or adjourn a meeting in case of inadequate electronic facilities or violence etc.

- (i) the electronic facilities at the principal meeting place or at such other meeting location(s) at which the meeting may be convened have become inadequate for the purposes referred to in Article 79(B) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (ii) in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (iii) 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
- (iv) there is violence or 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 Board or the Chairman of the meeting may have under these Articles or at common law, the Board or the Chairman of the meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All businesses conducted at the meeting up to the time of such adjournment shall be valid.

79E. The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under 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.

79F. 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 inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities 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 electronic facilities and/or form of the meeting (including, without limitation, a physical 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 such a change or postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a gale warning or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following :

meeting or change of place or form of meeting after notice is sent.

- (i) when either (1) a meeting is postponed, or (2) there is a change in the place and/or electronic facilities and/or form of the meeting, the Company shall endeavour to post a notice of such change or postponement on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic change or automatic postponement of such meeting); and
- (ii) subject to and without prejudice to Article 79, 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) and electronic facilities (if applicable) for the changed or postponed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such changed or postponed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the changed or postponed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and
- (iii) notice of the business to be transacted at the changed or postponed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the changed or postponed meeting is the same as that set out in the original notice of general meeting circulated to the members.
- 79G All persons seeking to attend and participate in a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 79D, 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. No invalidation of meeting in case of inability to attend or participate by electronic facilities.
- 79H. Without prejudice to other provisions in Articles 79A to 79G, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. Holding of physical meeting by telephone, electronic or other communication facilities.
80. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required by ~~the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited~~ the Listing Rules or (before or on the declaration of the result of the show of hands) a poll is otherwise demanded:- What is to be evidence of the passing of a resolution where poll not demanded.

- (i) by the Chairman; or
- (ii) by at least ~~three~~five members present in person, by corporate representative or by proxy for the time being entitled to vote at the meeting; or
  - (iii) by any member or members present in person, by corporate representative or by proxy and representing at least 5% ~~not less than one-tenth~~ of the total voting rights of all the members having the right to vote at the meeting; ~~or~~
- (iv) ~~by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.~~

If, before or on the declaration of the result on a show of hands at a general meeting, the Chairman of the meeting knows from the proxies received by the Company that the result on a show of hands will be different from that on a poll, the Chairman must demand a poll.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

- 81. If a poll is demanded as aforesaid, it shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets or through e-voting platform) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting or postponed meeting at which the poll was demanded, as the Chairman directs. No notice need to 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 demanded.~~ The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier. Poll.
- 82. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment or postponement shall be taken at the meeting and without adjournment or postponement. In what case poll taken without adjournment or postponement.

**Votes of Members**

- 85. (A) Members shall 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 Votes of members.

Listing Rules to abstain from voting to approve the matter under consideration.

- (A) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member ~~who (being an individual) is present in person, corporate representative or (being a corporation) is present by a representative duly authorised under Section 115 of the Companies Ordinance~~ proxy shall have one vote, and on a poll every member present in person, by corporate representative, or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up ~~and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up or credited as paid up thereon bears to the nominal value of the share~~ (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share).-On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member which is a clearing house (or its nominee), each such proxy shall have one vote on a show of hands. Votes (whether on a show of hands and/or a poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman of the meeting may determine at its/his absolute discretion.
- (B) Where any member is, under the ~~rules of The Stock Exchange of Hong Kong Limited~~ Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

86. Any person entitled under Article 46 to be registered as ~~a shareholder~~ the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Directors of his right to be registered as the holder of such shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Votes in respect of deceased and bankrupt members.

87. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally, by corporate representative or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally, by corporate representative or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

Joint holders.

89. (A) Save as expressly provided in these Articles, no person other than a member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member) either personally, by corporate representative or by proxy, or to be reckoned in a quorum, at any general meeting. Qualification for voting.
- (B) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or postponed meeting 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, whose decision shall be final and conclusive. Objection to the qualification of voter
90. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. Proxies.
91. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and if the Board in its absolute discretion determines, the appointment of a proxy may be contained in an electronic communication submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. Instrument appointing proxy to be in writing.
92. (A) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be (i) deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company ~~not less than forty eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote;~~ (ii) if an electronic address or electronic means of submission in accordance with Article 92(B) is specified by the Company in the notice of meeting or in the instrument of proxy issued by the Company specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address or via the electronic means of submission so specified subject to any conditions and limitations imposed by the Company, in the case of a general meeting or adjourned general meeting or postponed general meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll, provided that no account is to be taken of any part of a day that is a public holiday, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall Appointment of proxy must be deposited.

be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve months from such date.

- (B) The Board may, at its absolute discretion, designate from time to time an electronic address or an electronic means of submission 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 or electronic means of submission is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address or by such electronic means of submission, subject as hereafter provided and subject to any other limitations or conditions or requirements specified by the Company when providing the electronic address or electronic means of submission. Without limitation, the Board may from time to time determine that any such electronic address or electronic means of submission may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. 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 or via its designated electronic means of submission provided in accordance with this Article or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information.

94. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority ~~to demand or join in demanding a poll and upon the proxy~~ to vote on any ~~amendment of a resolution (or amendment thereto)~~ put to the meeting for which it is given as the proxy thinks fit Provided that any form issued to a member for use by him for appointing a proxy to attend and vote at a general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Authority under instrument appointing proxy.
95. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the corporate 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 When vote by proxy valid though authority revoked.

~~intimation notice~~ in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place as is referred to in Article 92, ~~(A) and (B)~~, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.

96. Any corporation which is a member of the Company may, Corporation acting by representatives at meetings.
- (i) by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company; or
- (ii) execute a form of proxy under the hand of duly authorised officer to appoint a proxy to attend, speak and vote at the meeting of the Company.
- 96A. Where a shareholder is a ~~recognized clearing house as defined in Article 37A~~, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives at any meeting of the Company or at any meeting of any class of shareholders provided that, if more than one proxy or corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Article shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual ~~shareholders~~ shareholder, including the right to speak and vote.

#### Board of Directors

98. The number of Directors shall not be less than two. ~~The Directors shall cause to be kept a register of the Directors and Secretaries, and there shall be entered therein the particulars required by the Companies Ordinance.~~ Constitution of Board.
100. (C) An alternate Director shall (except when absent from Hong Kong) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these presents shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, he shall be counted in the quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall enable a meeting to be constituted when only one person is present) and his voting rights shall be cumulative. ~~His~~ If his appointer is for the



time being absent from Hong Kong or otherwise not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the ~~Directors~~Board may from time to time determine in relation to any committee of the ~~Directors~~Board, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

106. (A) A Director shall vacate his office : -
- (i) ...
  - (ii) ...
  - (iii) ...
  - (iv) If he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Ordinance, the Listing Rules, and ordinance or any rule of law.
  - (v) ...
  - (vi) ...
  - (vii) If, having been appointed to an office under Article 108, he is dismissed or removed therefrom by the Board under Article 109 and 109A.
  - (viii) ...
107. (B) (ii) Where a Director or his ~~associate(s)~~ connected entity(ies) (hereinafter the "Associate(s)") which has the same meaning as defined by the ~~Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited~~ Rules) who is/are in any way, whether directly or indirectly, interested in a contract, arrangement or proposal (being a contract, arrangement or proposal of significance in relation to the Company's business) with the Company, the Director shall, if the interest of, the Director or his ~~Associate~~ connected entity(ies) in the contract, arrangement or proposal is material, declare the nature of his/their interest in any such contract, arrangement or proposal in which he or his ~~Associate~~ connected entity(ies) is/are so interested at the meeting of the Board at which the question of entering into the contract, arrangement or proposal is first taken into consideration, if he knows his/their interest then exists or in any other case at the first meeting of the Board after he knows that he or his ~~Associate~~ connected entity(ies) is/are or has/have become so interested.
- (iii) Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract, arrangement or proposal in which he or any of his ~~Associate~~ close associate(s) to his knowledge is/are materially interested, but this prohibition shall not apply to any of the following matters namely:

- (a) The giving of any security or indemnity to such Director or his ~~Associate~~close associate(s) in respect of money lent by him or any of his ~~Associates~~close associate(s) or obligations incurred or undertaken by him or any of his ~~Associates~~close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) The giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his ~~Associate~~close associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (c) Any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase ~~in which offer~~where the Director or his ~~Associate~~close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting ~~thereof~~of the offer;
- (d) ~~Any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director and/or Associate(s) is/are beneficially interested in shares of that company, provided that the Director, together with any of his Associates, is/are not in aggregate beneficially interested in 5 per cent. or more of the issued shares of any class of shares of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;~~  
[Intentionally left blank]
- (e) Any proposal or arrangement concerning the benefit or employees of the Company or its subsidiaries including :-
- (1) the adoption, modification or operation of any employees' option scheme or any share incentive or share option scheme which the Director or his close associate(s) may benefit; or
- (2) the adoption, modification, or operation of a pension fund or retirement, death or disability benefits scheme which relates ~~both~~to the Directors, his ~~Associate~~close associate(s) and employees of the Company or of any of its subsidiaries and does not

provide in respect of any Director, or his ~~Associate~~close associate(s), as such any privilege or advantage not accorded to the ~~employees~~class of persons to which such scheme or fund relates;

- (f) ~~Any arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Director or any of his Associate(s) benefits in a similar manner as the employees and which does not accord to any Director or his Associate(s) as such any privilege or advantage not accorded to the employees to whom such arrangement relates;~~
- (g) Any contract or arrangement in which the Director or his ~~Associate~~close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company ~~or any of its subsidiaries~~ by virtue only of his/their interest in shares or debentures or other securities of the Company.

The references to “close associate(s)” in this paragraph (iii) shall be changed to “associate(s)” where the transaction or arrangement is a connected transaction under Chapter 14A of the Listing Rules.

- (iv) ~~Provided that disclosure or declaration of interest is duly made as required by paragraph (B)(ii) of this Article and that the relevant contract, arrangement or proposal is one described under sub paragraphs (a) to (g) in paragraph (B)(iii) of this Article, a Director shall be entitled to vote in respect of any contract, arrangement or proposal in which the Director or his Associate(s) is/are interested and to be counted in the quorum present at the meeting at which such contract, arrangement or proposal is considered.~~[Intentionally left blank]

107. (E) If any question shall arise at any time as to the materiality of the interest of a Director or his ~~Associate~~(s)close associate(s) or associate (as the case may be) or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interest of such Director or his ~~Associate~~close associate(s) or associate(s) has not been fairly disclosed.
- (F) Notwithstanding the provisions in these Articles, the Company shall not, without the approval of members in accordance with the provisions of the Companies Ordinance, enter into a service contract with a Director under which the guaranteed term of employment of such Director exceeds or may exceed 3 years.

**Managing Directors, etc.**

- 109A. Notwithstanding Article 109, members in general meeting shall also have the power by ordinary resolution to remove any Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director (but without prejudice to any claim for damages under any contract). Removal of Managing Director, etc in general meeting.

**Management**

112. (B) Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers: -
- (i) To give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at ~~par or at such premium as may be agreed~~ value.
  - (ii) ...

**Rotation of Directors**

121. The Company shall keep at its office a register containing the ~~names and addresses and occupations~~ particulars of its Directors and Secretaries as required by the Companies Ordinance and shall from time to time notify to the Registrar of Companies any change that takes place in such Directors or Secretaries as required by the Companies Ordinance. Register of Directors and notification of changes to Registrar.
122. ~~The Company~~ Members may be ordinary resolution remove any Director (but without prejudice to any claim for damages under any contract) before the expiration of his ~~period~~ term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed. Power to remove Director by ordinary resolution.

**Proceedings of the Directors**

124. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. ~~For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is an alternate for more than one Director, he shall for quorum purposes count as only one Director.~~ The Board of Directors or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. Meeting of Directors, quorum, etc.

125. A Director may, and on request of a Director, the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram or email or other communication equipment at the address 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, provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong. A Director may waive notice of any meeting and any such waiver may be prospective or retrospective. Convening of Board meeting.
131. All acts *bona fide* done by any meeting of the Directors or by any such committee or by any person acting as a Director or a member of such committee shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director or a member of such committee or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of such committee. When acts of Directors or committee to be valid notwithstanding defects.
133. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Article 124) be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A cable or facsimile or telex or email or other electronic message sent by a Director or his Alternate shall be deemed to be a document signed by him for the purposes of this Article. Directors' resolutions.

**Capitalisation of Reserves**

143. (A) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full ~~unissued~~ any shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution, ~~provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares.~~ Power to capitalise.

## Dividends and Reserves

- 148 (A) Wherever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may further resolve:- Scrip dividends.
- either (i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply: -
- (a) – (c) ...
- (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in satisfaction thereof shares shall be allotted credited as fully paid to the shareholders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company’s reserve accounts ~~(including or any special account, share premium account and capital redemption reserve fund accounts~~ (if there be any such reserve)) as the Directors may determine, a sum equal to the aggregate ~~nominal amount~~ value of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.
- or (ii) that shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Directors may think fit. on the basis that the shares to be allotted shall be the same class or classes as the classes of shares already held by the allottee. In such case, the following provisions shall apply:-
- (a) – (c) ...
- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect whereof the share election has been duly exercised (“the elected shares”) and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such

purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (~~including any or special account, share premium account and capital redemption reserve fund accounts~~ (if there be any such reserves)) as the Directors may determine, a sum equal to the aggregate ~~nominal amount~~ value of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

156. All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for ~~six~~ twelve years after having been declared may be forfeited by the Directors and shall revert to the Company

**Audit**

163. The appointment, removal and remuneration of Auditors shall be ~~appointed~~ approved by a majority of the members and their duties shall be regulated in accordance with the provisions of the Companies Ordinance. Auditors.
164. Subject as otherwise provided by the Companies Ordinance the remuneration of the ~~Auditors~~ Auditor shall be fixed by the Company in general meeting Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remunerations to the Directors. Remuneration of Auditors.
165. Every statement of accounts audited by the Company's ~~Auditors~~ Auditor and presented by the Directors at ~~an annual~~ an annual general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of account amended in respect of the error shall be conclusive. When accounts to be deemed finally settled.

**Winding Up**

- 174A. A super-majority vote of the members in a general meeting shall be required to approve a voluntary winding up of the Company. A "super-majority vote" in this Article means at least three-fourths of the total voting rights of the members present and voting in person, by corporate representative or by proxy at the general meeting.
175. In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong

Kong and stating that person's full name, address and occupation upon whom all summonses, notices process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement in such English Language daily newspaper and Chinese language daily newspaper circulating in Hong Kong as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as mentioned in the register, and such notice shall be deemed to be service on the day following that on which the advertisement appears or the letter is posted.

#### Indemnity

176. (A) Subject to the provisions of the Companies Ordinance and so far as may be permitted by the Companies Ordinance, eEvery Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (~~including~~except for any such liability in relation to a Director as is mentioned in paragraph (c) of the proviso to Section 165(2) of the Companies Ordinance) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, provided that this Article shall only have effect in so far as its provisions are not avoided by the Companies Ordinance. Indemnity.
- (B) ~~Subject to Section 165~~Subject to the provisions of and so far as may be permitted by the Companies Ordinance, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

#### Amendment of Articles of Association

177. Any changes to these Articles shall be required to be approved by a super-majority vote of the members in a general meeting. A "supermajority vote" in this Article means at least three-fourths of the total voting rights of the members present and voting in person, by corporate representative or by proxy at the general meeting.



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## NOTICE OF ANNUAL GENERAL MEETING

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### KECK SENG INVESTMENTS (HONG KONG) LIMITED

### 激成投資（香港）有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 184)**

**NOTICE IS HEREBY GIVEN** that the 2022 Annual General Meeting of the Company will be held at 27/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on Tuesday, 31 May 2022 at 12:00 noon for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors thereon for the year ended 31 December 2021;
2. To declare a final dividend of HK\$0.04 per share;
3.
  - (a) To re-elect Ms. YU Yuet Chu Evelyn as Executive Director;
  - (b) To re-elect Mr. HO Kian Cheong as Non-executive Director;
  - (c) To re-elect Mr. YU Hon To David as Independent Non-executive Director;
  - (d) To re-elect Mr. Stephen TAN as Independent Non-executive Director; and
  - (e) To authorise the Board to fix the Directors' remuneration;
4. To re-appoint KPMG as Auditors and to authorize the Board to fix their remuneration;

To consider and, if thought fit, pass by way of special business, with or without amendments, the following resolutions as an Ordinary Resolutions:

5. **“THAT**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(c) for the purposes of this resolution:

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

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

6. **“THAT**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of the Company,

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## NOTICE OF ANNUAL GENERAL MEETING

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shall not exceed 20% of the total number of issued shares in the share capital of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(d) for the purposes of this resolution:

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

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

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares representing the aggregate number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

### SPECIAL RESOLUTION

“**THAT** the new articles of association of the Company (the “New Articles of Association”), a copy of which has been produced to the Meeting marked “A” and for identification purpose signed by the Chairman of the Meeting, which, among other things, does not include any “objects” clauses, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and Articles of Association of the Company with immediate effect after the announcement by the Company of the poll result that this resolution was duly passed as a Special Resolution and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.”

On Behalf of the Board  
**Keck Seng Investments (Hong Kong) Limited**  
**HO Kian Guan**  
*Executive Chairman*

Hong Kong, 21 April 2022

*Notes:*

- (a) The Register of Members of the Company will be closed for the following periods:
- (i) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming Annual General Meeting to be held on Tuesday, 31 May 2022, the Register of Members of the Company will be closed from Thursday, 26 May 2022 to Tuesday, 31 May 2022, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Company’s Share Registrar & Transfer Office, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 25 May 2022, being the last share registration date.
  - (ii) For the purpose of determining shareholders who are qualified for the final dividend (if approved), the Register of Members of the Company will be closed from Tuesday, 7 June, 2022 to Thursday, 9 June 2022, both days inclusive. In order to qualify for the final dividend (if approved), all transfer documents should be lodged for registration with the Company’s Share Registrar & Transfer Office, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4: 30 p.m. (Hong Kong time) on Monday, 6 June 2022, being the last share registration date.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. To be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Share Registrar & Transfer Office, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 12:00 noon on Saturday, 28 May 2022 (Hong Kong time)) or the adjourned meeting (as the case may be).
- (c) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and for good corporate governance practice, each of the resolutions set out in this notice will be voted on by poll.
- (d) A member who is a corporation may by resolution of its directors or other governing body authorize any of its officials or any other person to act as its representative at the meeting and exercise the same powers on its behalf as if he had been an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorized is present thereat.
- (e) References to time and dates in this notice are to Hong Kong time and dates.
- (f) In view of the ongoing COVID-19 pandemic, the Company will implement, in addition to the hygiene measures that may be implemented by Club Lusitano, the following precautionary measures at the Annual General Meeting to protect attendees, including but not limited to:
  - (i) mandatory temperature check will be conducted for every attendee at the entrance to the meeting venue.;
  - (ii) every attendee is required to wear face-mask throughout the meeting;
  - (iii) limited seating capacity to maintain social distancing and/or limit the number of attendees to avoid overcrowding;
  - (iv) no refreshment will be served; and
  - (v) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any person, who (1) does not comply with the precautionary measures referred to in (i) and (ii) above; (2) is having a body temperature of over 37.3 degree Celsius; (3) is subject to any mandatory quarantine imposed by the Hong Kong Government on the date of the Annual General Meeting or has close contact with any person under quarantine; (4) is subject to the Hong Kong Government's prescribed testing requirements or direction and has not been tested negative; or (5) has any flu-like symptoms or is otherwise unwell, may be denied entry into the venue of the Annual General Meeting at the absolute discretion of the Company so as to ensure the health and safety of the attendees of the Annual General Meeting.

Shareholders should not attend the Annual General Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

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## NOTICE OF ANNUAL GENERAL MEETING

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The Company strongly encourages Shareholders to appoint the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions and to return his/her proxy form(s) by the time specified in note (b) above, instead of attending the Annual General Meeting in person.

- (g) Due to the potential unpredictable development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the Annual General Meeting at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.keckseng.com.hk](http://www.keckseng.com.hk)) for further announcement(s) and update(s) on such arrangements and/or further precautionary measures to be taken.
  
- (h) As at the date of this announcement, the Board of the Company comprises Mr. HO Kian Guan, Mr. HO Kian Hock, Mr. TSE See Fan Paul, Mr. CHAN Lui Ming Ivan, Ms. YU Yuet Chu Evelyn, Mr. HO Chung Tao and Mr. HO Chung Hui (whose alternate is Mr. HO Chung Kain) as executive directors, Mr. HO Kian Cheong (whose alternate is Mr. HO Chung Kiat Sydney) as non-executive director, and Mr. KWOK Chi Shun Arthur, Ms. WANG Poey Foon Angela, Mr. YU Hon To David and Mr. Stephen TAN as independent non-executive directors.