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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or otherwise transferred** all your shares in Guangdong Tannery Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**GUANGDONG TANNERY LIMITED**

**粤海制革有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 01058)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the extraordinary general meeting of Guangdong Tannery Limited to be held at The Boardroom, Basement 2, Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 17 June 2022 at 11:00 a.m. is set out on pages 25 to 27 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting

31 May 2022



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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of directors of the Company;
“Company”	Guangdong Tannery Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at The Boardroom, Basement 2, Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 17 June 2022 at 11:00 a.m., notice of which is set out on pages 25 to 27 of this circular or, where the context so admits, any adjournment thereof;
“EGM Notice”	the notice convening the EGM as set out on pages 25 to 27 of this circular;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“New Articles of Association”	the new articles of association of the Company proposed to be adopted at the EGM;
“Proposed Amendments”	the proposed amendments to the Articles of Association and details of which are set out in the Appendix to this circular;
“Share(s)”	ordinary share(s) in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

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LETTER FROM THE BOARD

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**GUANGDONG TANNERY LIMITED**

**粤海制革有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 01058)**

*Board of Directors:*

*Executive Directors*

ZHOU Hao (*Chairman*)

SUN Jun (*Managing Director*)

*Non-Executive Directors*

HUANG Junfeng

KUANG Hu

*Independent Non-Executive Directors*

YEUNG Man Lee

LEUNG Luen Cheong

YANG Ge

*Registered Office:*

29th Floor

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

31 May 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Company's announcement dated 27 May 2022 with respect to the proposed amendments to the Articles of Association and the proposed adoption of the New Articles of Association. This circular provides information regarding the special resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association to (i) reflect and align with the latest requirements under the Listing Rules; (ii) allow all general meetings to be held by physical, hybrid or electronic meetings; and (iii) make certain housekeeping changes. The Proposed Amendments mainly include the following:

- (a) to allow all general meetings (including an annual general meeting or extraordinary general meeting or any adjourned meeting or postponed meeting) to be held as a physical meeting in Hong Kong or such other territory and/or as a hybrid meeting or (to the extent permitted by and subject to due compliance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations) as an electronic meeting;
- (b) to provide for the proceedings and requirements of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;
- (c) to provide that votes are allowed to be cast by electronic means, and proxy may be submitted electronically; and
- (d) to amend existing definitions and insert new definitions and make consequential changes relating to the Proposed Amendments;

In the event that any of the above matters is subject to any additional requirements under any applicable laws, regulations and rules (including under the Listing Rules), the Company will comply with all such requirements.

The details of the Proposed Amendments are set out in the Appendix to this circular. In light of the number of amendments proposed to be made, it is proposed that the New Articles of Association be adopted in substitution for and to the exclusion of the existing Articles of Association. A special resolution will be proposed at the EGM to adopt the New Articles of Association.

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

The legal advisor to the Company has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the laws of Hong Kong.

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## LETTER FROM THE BOARD

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### 3. EGM

The notice convening the EGM to be held The Boardroom, Basement 2, Wharney Hotel, No. 57-73, Lockhart Road, Wanchai, Hong Kong on Friday, 17 June 2022 at 11:00 a.m. (Hong Kong time) or any adjournment thereof at which the above proposals will be considered is set out on pages 25 to 27 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the EGM Notice will be decided by poll. The Chairman of the EGM will therefore put the resolution to be proposed at the EGM to be voted by way of a poll pursuant to Article 57(a) of the Articles of Association. An announcement of the poll results will be made after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Company ([www.gdtann.com.hk](http://www.gdtann.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Irrespective of whether you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and no less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the EGM.

### 4. RECOMMENDATIONS

The Directors believe the Proposed Amendments and proposed adoption of the New Articles of Association and are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution as set out in the EGM Notice.

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## LETTER FROM THE BOARD

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### 5. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
For and on behalf of the Board  
**Zhou Hao**  
*Chairman*

Set out below are the Proposed Amendments made to the Articles of Association:

*Article 1*

.....

“associate(s)” shall have the meaning attributed to it in the Listing Rules~~in relation to any Director, has the meaning ascribed to it in the Listing Rules;~~

“Auditors” means the persons for the time being performing the duties of that office;

“Board” or “Directors” means the Board of Directors of the Company, directors of the Company or (as the context may require) the Directors present at a meeting of Directors at which a quorum is present;

.....

“close associate (s)” shall have the meaning attributed to it in the Listing Rules;

.....

“the Company” means Guangdong Tannery Limited;

“dividend” include scrip dividends and distributions in specie or in kind;

“electronic communication” means a communication sent by electronic transmission in any form (including transmission in digital form) through any medium (including on a diskette or on a CD-ROM)~~means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;~~

“electronic form” means any electronic, digital, electrical, magnetic or other retrievable form or medium (whether having physical substance or not);

“electronic means” include sending or otherwise making available to the intended recipients of the communication an electronic communication;

“electronic meeting” means a general meeting held and conducted, to the extent permitted by and subject to due compliance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations, wholly and exclusively by virtual attendance and participation by Members, proxies and/or Directors by means of electronic facilities;

.....

“hybrid meeting” means a general meeting held and conducted by (i) physical attendance and participation by Members, proxy and/or Directors at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members, proxies and/or Directors by means of electronic facilities;

.....

“Meeting Location” has the meaning given to it in Article 54A(1);

.....

“physical meeting” means a general meeting held and conducted by physical attendance and participation by Members, proxies and/or Directors at the Principal Meeting Place and where applicable, one or more Meeting Locations;

“Principal Meeting Place: has the meaning given to it in Article 47(B)(b);

.....

“in writing” shall, unless the contrary intention appears, be construed as including handwriting, printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words or figures partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with the Ordinance, the Listing Rules and other applicable laws, rules and regulations; ~~means written or printed or printed by lithography or printed by photography or typewriter or produced by any other mode of representing words in a visible form or, to the extent permitted by, and in accordance with the applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or partly in one visible form and partly in another visible form;~~

Words denoting the singular shall include the plural and words denoting the plural shall include the singular;

Words importing any gender shall include every gender;

Words importing persons shall include partnerships, firms, companies and corporations;

Reference to any Article by number are to the particular Article of these Articles.

~~¶~~Reference to a (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not~~document being executed includes reference to its being executed under hand or under seal or, to the extent permitted by, and in accordance with the applicable laws, rules and regulations, by electronic signature or by any other method;~~

~~¶~~Reference to a meeting shall mean a meeting (including adjourned meeting and postponed meeting) convened and held in any manner permitted by these Articles, and any Members, proxies and/or Directors (including, without limitation, the Chairman of such meeting) attending and participating by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Ordinance, the Listing Rules and other applicable laws, rules and regulations and there Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

Subject as aforesaid, any words or expressions defined in the Ordinance in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such part (as the case may be) save that the term “company” shall where the context permits include any company or body incorporated in Hong Kong or elsewhere;

References to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through its duly authorised representative) to speak or communicate, vote (whether by electronic facilities or not), be represented by a proxy or electronic means and have access in hard copy or electronic form to all documents which are required by the Ordinance and other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

*Article 7*

7. Subject to the Ordinance, all or any of the special rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders representing at least seventy-five (75) per cent. of the total voting rights of holders of shares in the class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares in the class. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) holders present in person (or, in the case of a holder being a corporation, by its duly authorised representative) holding or representing by proxy holding, in aggregate, at least one-third of the total voting rights of holders of shares in the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him (and, if a holder is present by proxy, that holder is to be regarded as holding only the shares in respect of which the proxy is authorised to exercise voting rights and the proxy is only entitled to one vote for every such share), that any holder of shares of the class present in person (or, in the case of a holder being a corporation, by its duly authorised representative) or by proxy may demand a poll and that at any adjourned meeting or postponed meeting of such holders one holder present in person (or, in the case of a holder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares in the class held by him) shall be quorum.

*Article 8*

8. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied ~~altered~~ by the creation or issue of further shares ranking pari passu therewith.

*Article 45*

45. The Board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of ~~when so required~~ the Ordinance at such times and places ~~(or at two or more places using any technology that enables the Members who are not together at the same place to listen, speak and vote at the meeting)~~ as the Board shall appoint. Any general meeting of the Company other than an annual general meeting shall be called an extraordinary general meeting. All general meetings (including annual general meeting, extraordinary general meeting, any adjourned meeting or postponed meeting) may be held in such manner either (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 54A, or (b) as a hybrid meeting, or (c) (only to the extent permitted by and subject to due compliance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations) as an electronic meeting, as may be determined by the Board in its absolute discretion.

*Article 47*

47. (A) ~~An annual general meeting shall be called by not less than twenty-one (21) days' notice in writing (or such longer period as may be required by the Listing Rules), and a meeting other than an annual general meeting shall be called by not less than fourteen (14) days' notice in writing (or such longer period as may be required by the Listing Rules). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which on which the meeting is held it is given, and shall specify the place (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of meeting), day and time of meeting, and the general nature of the business to be dealt with at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a resolution (whether or not a special resolution) shall include the notice of the resolution and a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of the resolution, and if a special resolution is intended to be moved at the meeting, the notice shall specify the intention and include the text of the special resolution. Notice of every general meeting shall be given in manner hereinafter mentioned to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the Auditors for the time being of the Company.~~

Notwithstanding that a meeting of the Company is called by shorter notice than that specified in this Article, it shall be deemed to have been duly called if it is so agreed:—

- (a) ~~in the case of a meeting called as an annual general meeting, by all the Members or their proxies entitled to attend and vote thereat; and~~
- (b) ~~in any other the case of any other meeting, by a majority in number of the Members or their proxies having a right to attend and vote at the meeting, being a majority together representing holding not less than ninety-five (95) per cent. of the total voting rights of the Members at the meeting of all the Members.~~

(B) The notice shall specify:

- (a) the time and date of the meeting;
- (b) in the case of a physical meeting or a hybrid meeting, the place of the meeting and where there is more than one Meeting Location as determined by the Board pursuant to Article 54A, the principal place of the meeting (the "Principal Meeting Place");
- (c) 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 or electronic platform (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting;

- (d) if the general meeting is to be an electronic meeting (where permitted by the Ordinance, the Listing Rules and other applicable laws, rules and regulations), the notice shall, subject to due compliance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations, include a statement to that effect and with details of the electronic facilities or electronic platform for the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting; and
  - (e) particulars of resolutions to be considered at the meeting and, the general nature of the business to be transacted at the meeting.
- (C) The Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal no. 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting.

*Article 50*

50. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment, choice or election of a chairperson of the meeting which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Articles, two Members present in person (including attendance by electronic means) (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, two person appointed by the clearing house as authorised representative or proxy and entitled to vote shall be a quorum for all purposes.

*Article 52*

52. Each Director shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company. All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member if required, by the Listing Rules, abstain from voting to approve the matter under consideration.

*Articles 54*

54. Subject to Article 54C, the Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (physical meeting or hybrid meeting or (to the extent permitted by and subject to due compliance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations) electronic meeting), but no business shall be transacted at any adjourned meeting other than the business which might have lawfully been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) days' notice of the adjourned meeting specifying the details set out in Article 47(A) 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, it shall be unnecessary to give notice of an adjourned meeting or of the business to be transacted thereat. The chairperson of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three months or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

*New Articles 54A-54H*

54A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)"). Any Member or (in the case of a member being a corporation) its duly authorised representative or any proxy attending and participating in such way or any Member or (in the case of a member being a corporation) its duly authorised representative or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting, subject to due compliance with the requirements in the Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time with regard to the determination of the presence of a quorum for an electronic meeting.

(2) All general meetings are subject to the followings, provided that where reference is made to electronic meeting(s), the followings shall be subject to the provisions in the Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time, and where appropriate, all references to a "Member" or "Members" in this paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:

(a) 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;

- (b) Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy at the Meeting Location(s) and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members attending at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members attend and participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or, in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities, shall not affect the validity of the meeting or the resolutions passed thereat, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place 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 and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

54B. To the extent permitted by and subject to due compliance with the provisions in the Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time with regard to electronic meetings, the Board and/or, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s), and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he/they shall in its/his/their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or (in the case of a Member being a corporation) by its duly authorised representative, or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or through electronic facilities; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s)

or through electronic facilities shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

54C. To the extent permitted by and subject to due compliance with the provisions in the Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time with regard to electronic meetings, if it appears to the Chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 54A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) 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
- (d) 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 Chairman of the meeting may have under these Articles or at common law, the Chairman of the meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period), but all business conducted at the meeting up to the time of such adjournment shall be valid.

54D. 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 and 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 and/or the electronic facilities 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.

54E. 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 and/or by means of the 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 the form of the meeting (physical meeting, hybrid meeting or (to the extent permitted by and subject to due compliance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations) electronic meeting), without approval from the Members. Without prejudice to the generality of the foregoing but subject to due compliance with the provisions in the Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time with regard to electronic meetings, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice, including, without limitation where a tropical cyclone warning signal no. 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the meeting on the day of the meeting. This Article shall be subject to the followings, provided that where reference is made to electronic meeting(s), the followings shall be subject to the provisions in the Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time:

- (a) when either (1) a meeting is postponed in accordance with this Article, or (2) there is a change in the place and/or (to the extent permitted under the Ordinance, the Listing Rules and other applicable laws, rules and regulations) the form of the meeting, the Company shall, to the extent permitted by and subject to due compliance with the Ordinance, the Listing Rules and other applicable laws, rules and regulations, (i) endeavour to post a notice of such postponement or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement or change of such meeting); and (ii) subject to and without prejudice to Article 51, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website as stated above, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any valid proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the Members reasonable notice of such details in such manner as the Board may determine;
- (b) when only the electronic facilities specified in the notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine; and
- (c) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.

- 54F. To the extent permitted by and subject to due compliance with the provisions in the Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time with regard to electronic meetings, all persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Articles 54C and 54H, 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 that meeting and/or resolutions passed at that meeting.
- 54G. Without prejudice to other provisions in Articles 54A to 54F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all Members participating in the meeting to listen, speak and vote thereat instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- 54H. Without prejudice to Articles 54A to 54G, and subject to the Ordinance, the Listing Rules and any other applicable laws, rules and regulations, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. To the extent permitted by and subject to due compliance with the Ordinance, the Listing Rules and any other applicable laws, rules and regulations, each Member or (in the case of a Member being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the Chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, listen, speak and vote at it.

Article 55

55. Save as expressly provided by these Articles, it shall not be necessary to give any notice of an adjournment or postponement or of the business to be transacted at an adjourned meeting or postponed meeting.

Article 56

56. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held and subject to Article 66A, on a show of hands every Member who is present in person (or, in the case of a Member being a corporation, by its duly authorised representative) at a general meeting of the Company shall have one vote, and on a poll every Member who is present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every share held by him. 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 in its/his sole discretion determine.

*Article 57*

57. Subject to the requirements (if any) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. Subject to the Ordinance, a poll may be demanded by:—
- (a) the chairperson of the meeting; or
  - (b) at least three Members present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy and entitled to vote; or
  - (c) any Member or Members present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy and representing in aggregate not less than five per cent. of the total voting rights of all Members having the right to attend and vote at the meeting; or
  - (d) any Member or Members present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairperson of the meeting that a resolution has, on a show of hands or through electronic voting platform, been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

*Article 59*

59. A poll demanded on the election of the chairperson of a meeting, or on a question of adjournment or postponement, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time (being not later than three months after the date of the demand) and place as the chairperson of the meeting shall direct. It shall not be necessary (unless the chairperson of the meeting otherwise directs) for notice to be given of a poll.

*Article 67*

67. If (i) any objection shall be raised to the qualification of any vote or (ii) any votes have been counted which ought not to have been counted or which might have been rejected or (iii) any votes are not counted which ought to have been counted, the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairperson of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairperson of the meeting decides that the same may have affected the decision of the meeting. The decision of the chairperson of the meeting on such matters shall be final and conclusive.

*Article 70*

70. (A) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the Office (or at such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) or received by the Company at the specified electronic address or electronic means of submission as the Company may designate in accordance with the following paragraph (B), not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken more than forty-eight (48) hours after it was demanded, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or poll concerned.
- (B) The Company 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 and notice of termination of the authority of a proxy). If such an electronic address or electronic means of submission is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that electronic address or by such electronic means of submission, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the electronic address or electronic means of submission. Without limitation, the Company may from time to time determine that any such electronic address or electronic

means of submission may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this 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.

*Article 71*

71. Instruments of proxy shall be in any common form or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates, provided that the meeting was originally held within twelve (12) months from such date. The Board or at any meeting, the Chairman of the meeting, may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under this Article has not been received in accordance with the requirements of this Article. Subject to aforesaid, if the proxy appointment and any of the information required under this Article is not received in the manner set out in this Article, the appointee shall not be entitled to vote in respect of the shares in question.

*Article 72*

72. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice in writing of such determination was received by the Company at the Office (or such other place in Hong Kong as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) not less than forty- eight (48) hours before the commencement of the meeting or adjourned meeting or postponed meetings at which the vote is given or the poll demanded or, in the case of a poll taken more than forty-eight (48) hours after it was demanded, not less than twenty-four (24) hours before the time appointed for taking the poll.

*Article 73*

73. ....

- (B) If a clearing house or a nominee of the clearing house is a Member, it may by resolution of its directors or other governing body, or otherwise in accordance with its constitutive documents, authorise such individual or individuals as it thinks fit to act as its representative(s) or ~~representatives~~proxy(ies) at any meeting of the Company or at any general meeting of any class of Members provided that, if more than one individual is so authorised, the authorisation shall specify the number and class of shares in respect of which each such individual is so authorised. An individual so authorised under the provision 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 Member in respect of the specified number and class of shares.

*Article 77*

77. Without prejudice to the power of the Company in general meeting in pursuance of any of these Articles to appoint any person to be a Director and subject to the Ordinance, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed by the Board shall hold office only until the ~~first~~next following following annual general meeting after his appointment and shall then be eligible for re-election but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

*Article 91*

91. ....

- (H) ~~Subject to the Listing Rules and~~ 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 transaction, contract or arrangement in which he and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) or connected entity(ies) is/are to his knowledge materially interested, but this prohibition shall not apply to any of the following matters namely:—
- (i) any transaction, contract or arrangement for giving to such Director and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) any security or indemnity in respect of money lent by him and/or any of them or obligations undertaken by him and/or any of them for the benefit of the Company;

- (ii) any transaction, contract or arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) has/have himself and/or themselves guaranteed or secured in whole or in part;
- (iii) any transaction, contract or arrangement by a Director and/or or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) to subscribe for shares, debentures or other securities of the Company issued or to be issued pursuant to any offer or invitation to Members or debenture holders of the Company or any class thereof or to the public or any section thereof, or to underwrite any shares, debentures or other securities of the Company;
- (iv) any transaction, contract or arrangement in which the Director and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) is/are interested by virtue only of his and/or their interest(s) in shares or debentures or other securities of the Company in the same manner as other holders of such shares or debentures or other securities of the Company;
- (v) any transaction, contract or arrangement concerning any other company in which the Director and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder other than a company in which the Director and/or together with any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) owns/own five per cent. or more of the issued shares or voting rights of any class of shares of such company (or of any third company through which his and/or their interest(s) is/are derived);
- (vi) any proposal concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director and/or any of his close associates as such any privilege or advantage not accorded to the employees to which such scheme or fund relates; and
- (vii) any arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Director and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) benefit(s) in a similar manner as the employees and which does not accord to any Directors and/or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) as such any privilege or advantage not accorded to the employees to whom such arrangement relates.

- (I) A Company shall be deemed to be a company in which a Director is interested, where such Director and/or his close associate(s) (and if required by the Listing Rules, his other associate(s)) in aggregate owns five per cent. or more if and so long as (but only if and so long as) he and/or his close associate(s) (and if required by the Listing Rules, his other associate(s)) is/are (either directly or indirectly) the holder of or beneficially interested in five per cent. or more of any class of the equity share capital of such company or of the voting rights available to Members of such company (or of any third company through which his and/or their interest is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder.

*Article 104*

104. Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose or by electronic means to an electronic address from time to time notified to the Company by the Director. A Director absent or intending to be absent from Hong Kong may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address (including electronic address) given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively or retrospectively.

*Article 131*

131. ....

- (c) Where a Member or debenture holder of the Company has, in accordance with the Ordinance and any rules prescribed by the Stock Exchange from time to time, consented to treat the publication of the reporting documents and/or the summary financial report on the Company's ~~computer network~~ website as discharging the Company's obligation under the Ordinance to send a copy of the reporting documents and/or the summary financial report, then subject to compliance with the publication and notification requirements of the Ordinance and any rules prescribed by the Stock Exchange from time to time, publication by the Company on the Company's ~~computer network~~ website of the reporting documents and/or the summary financial report at least 21 days before the date of the meeting shall, in relation to each such Member or debenture holder of the Company, be deemed to discharge the Company's obligations under Article 131(b) above.

*Article 132*

132. Auditors shall be appointed and removed and their duties regulated in accordance with the Ordinance.

*Article 133*

133. ....

- (e) by publishing it on the Company's website~~computer network~~ and giving to such person a notice in accordance with the applicable laws, rules and regulations stating that the notice or other document is available there (a "Notice of Availability") to the extent permitted by, and in accordance with, the applicable laws, rules and regulations. The Notice of Availability may be given to such person by any of the means set out in Article 133(a), 133(b), 133(c), 133(d) or 133(f); or

*Article 135*

135. ....

- (b) if sent or transmitted as an electronic communication in accordance with Article 133(d) or through such means in accordance with Article 133(f), shall be deemed to have been served, received or delivered at the time of the relevant despatch or transmission. A notice or document published on the Company's ~~computer network~~website in accordance with Article 133(e) shall be deemed to have been served, received or delivered on the day following that on which a Notice of Availability is sent to the entitled person. In proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof;

.....

- (e) any notice or document if sent or transmitted by electronic means (other than making it available on the Company's website), shall be deemed to be served at the time when the notice or document is sent or transmitted from the server of the Company or its agent; and in proving such transmission or sending of notice or document thereof, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such transmission or sending of notice or document thereof, shall be conclusive evidence thereof.

*New Article 140A*

140A. The Company may not initiate its voluntary winding up unless approved by the shareholders by a special resolution.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### GUANGDONG TANNERY LIMITED

### 粤海制革有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 01058)

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of Guangdong Tannery Limited (the “**Company**”) will be held at The Boardroom, Basement 2, Wharney Hotel, No. 57-73 Lockhart Road, Wanchai, Hong Kong on Friday, 17 June 2022 at 11:00 a.m. for the following purposes.

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 31 May 2022.

#### **SPECIAL RESOLUTION**

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

**“THAT:**

- (a) the proposed amendments to the articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in the Appendix to the circular of the Company dated 31 May 2022, be and are hereby approved;
- (b) the new articles of association of the Company (incorporating the Proposed Amendments) (the “**New Article of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company in its entirety with immediate effect; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (c) any one or more director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association.”

By Order of the Board  
**Zhou Hao**  
*Chairman*

Hong Kong, 31 May 2022

*Registered office:*

29th Floor  
Guangdong Investment Tower  
148 Connaught Road Central  
Hong Kong

*Notes:*

- (i) A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and, on a poll, vote in his place and such proxy need not be a shareholder of the Company.
- (ii) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the Company’s share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjourned EGM. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the EGM or any adjourned EGM if he so wishes. If a shareholder who has lodged a form of proxy attends the EGM, his form of proxy will be deemed to have been revoked.
- (iii) In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company’s register of shareholders in respect of the joint holding.
- (iv) The register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022 (both days inclusive), during such period no transfer of shares of the Company will be registered. In order to determine the identity of the members who are entitled to attend and vote at the EGM to be held on Friday, 17 June 2022, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 13 June 2022.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (v) In light of the coronavirus (COVID-19) pandemic, certain precautionary measures will be implemented at the EGM with a view to mitigating the risk to attendees of infection. These include, without limitation, (i) any persons who are subject to health quarantine prescribed by the HKSAR Government will not be admitted to the meeting venue; (ii) all attendees are required to undergo compulsory body temperature checks; (iii) all attendees have to wear surgical masks prior to admission to the meeting venue and throughout the EGM; (iv) attendees should keep an appropriate social distance from each other during the EGM; and (v) no coffee/tea or any other kind of refreshments will be served at the EGM. The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 situation under review and may implement additional measures at the EGM.