
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Vincent Medical Holdings Limited** (永勝醫療控股有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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 however arising from or in reliance upon the whole or any part of the contents of this circular.



PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) ADOPTION OF THE NEW MEMORANDUM AND ARTICLES;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover will have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of the Company to be held at 17th Floor, Leighton, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 20 May 2026 at 10:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. Shareholders can appoint proxies to attend, speak and vote in their stead at the AGM by completing a valid proxy form and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by 10:00 a.m. on Monday, 18 May 2026 or not later than 48 hours before the time appointed for holding of any adjourned or postponed meeting thereof. **Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the AGM (or any adjournment or postponement thereof) if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.**

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

CONTENTS

| | <i>Page</i> |
|--|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | |
| 1. INTRODUCTION | 4 |
| 2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES .. | 5 |
| 3. RE-ELECTION OF RETIRING DIRECTORS | 6 |
| 4. ADOPTION OF THE NEW MEMORANDUM AND ARTICLES | 8 |
| 5. AGM AND PROXY ARRANGEMENT | 9 |
| 6. RESPONSIBILITY STATEMENT | 9 |
| 7. RECOMMENDATION | 10 |
| 8. GENERAL INFORMATION | 10 |
| APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE | I-1 |
| APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM | II-1 |
| APPENDIX III – THE PROPOSED AMENDMENTS | III-1 |
| NOTICE OF AGM | AGM-1 |

DEFINITIONS

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

| | |
|------------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at 17th Floor, Leighton, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 20 May 2026 at 10:00 a.m. or any adjournment or postponement thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular |
| “Articles of Association” | the articles of association of the Company currently in force |
| “Board” | the board of the Directors |
| “Board Diversity Policy” | the board diversity policy of the Company as amended from time to time |
| “Cayman Companies Act” | the Companies Act of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “close associate” | has the meaning ascribed to it under the Listing Rules |
| “Company” | Vincent Medical Holdings Limited (永勝醫療控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange (stock code: 1612) |
| “Controlling Shareholder(s)” | Mr. Choi, Ms. Liu, VRI and VRHK, being the controlling shareholders who jointly control their respective interests in the Company within the meaning of the Listing Rules. VRI, VRHK and Mr. Choi, who together hold 393,189,890 Shares (representing proximately 59.63% of the issued Shares as at the Latest Practicable Date). VRI is held as to 57.89% by Mr. Choi and 42.11% by Ms. Liu and holds 382,189,890 Shares (including Shares indirectly hold through VRHK). In addition to his indirect shareholding interests in the Company held through VRI, Mr. Choi directly holds 11,000,000 Shares |
| “core connected person” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |

DEFINITIONS

| | |
|-------------------------------|---|
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |
| “Issuing Mandate” | a general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Shares during the relevant period of an aggregate number not exceeding 20% of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of the relevant resolution granting such mandate |
| “Latest Practicable Date” | 20 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of association of the Company currently in force |
| “Mr. Choi” | Mr. Choi Man Shing, the chairman of the Company and an executive Director and the spouse of Ms. Liu |
| “Ms. Liu” | Ms. Liu Pui Ching, the spouse of Mr. Choi |
| “New Memorandum and Articles” | collectively the second amended and restated memorandum of association and the third amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments |
| “Nomination Committee” | the nomination committee of the Board |
| “PRC” | the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan |
| “Proposed Amendments” | the proposed amendments to the Memorandum and the Articles of Association as set out in Appendix III to this circular |
| “Repurchase Mandate” | a general and unconditional mandate to be granted to the Directors to repurchase Shares on the Stock Exchange up to a maximum number equivalent to 10% of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing the relevant resolution granting such mandate |

DEFINITIONS

| | |
|-------------------|---|
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company, or if there has been a sub-division, consolidation, reclassification or reconstruction or reduction or reorganisation of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company as shall result from any of such sub-division, consolidation, re-classification or re-construction or reduction or reorganisation |
| “Shareholder(s)” | the holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time |
| “treasury shares” | has the meaning ascribed to it under the Listing Rules |
| “VRHK” | VINCENT RAYA CO., LIMITED (永勝宏基集團有限公司), a limited liability company incorporated in Hong Kong and a direct wholly-owned subsidiary of VRI |
| “VRI” | VINCENT RAYA INTERNATIONAL LIMITED, a company incorporated in the British Virgin Islands and being held as to 57.89% by Mr. Choi and 42.11% by Ms. Liu as at the Latest Practicable Date |
| “%” | per cent. |

LETTER FROM THE BOARD



**Vincent
Medical**

Vincent Medical Holdings Limited

永勝醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1612)

Executive Directors:

Mr. CHOI Man Shing (*Chairman*)
Mr. CHOI Cheung Tai Raymond (*Chief Executive Officer*)
Mr. KOH Ming Fai
Mr. FU Kwok Fu

Non-executive Director:

Dr. Leung Ming Chu

Independent non-executive Directors:

Mr. MOK Kwok Cheung Rupert
Mr. AU Yu Chiu Steven
Prof. YUNG Kai Leung

Registered office:

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

*Headquarters and Principal Place
of Business in Hong Kong:*

Units 1604-07A, 16/F.,
Two Harbourfront,
22 Tak Fung Street,
Hung Hom, Kowloon,
Hong Kong

24 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS
AND
(3) ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

1. INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and the information in respect of the resolutions to be proposed at the AGM for, inter alia, (i) the grant to the Directors the Issuing Mandate and the Repurchase Mandate; (ii) the extension of the Issuing Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the adoption of the New Memorandum and Articles.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 21 May 2025, resolutions were passed giving general and unconditional mandates to the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of the relevant resolution; (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of the relevant resolution; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the Issuing Mandate to the Directors to exercise the powers of the Company to allot, issue, and deal with Shares (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution. The Issuing Mandate will end on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on the 659,395,832 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to 131,879,166 Shares (including any sale or transfer of treasury shares) under the Issuing Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Directors may repurchase shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution. As at the Latest Practicable Date, the number of Shares in issue was 659,395,832 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares will be issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 65,939,583 Shares, being 10% of the total number of issued Shares (excluding treasury shares) of the Company as at the date of passing of the resolution in relation thereto. The Repurchase Mandate will end on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company; and

LETTER FROM THE BOARD

- (c) subject to the passing of the aforesaid ordinary resolutions granting the Issuing Mandate and the Repurchase Mandate, to extend the number of Shares to be issued, allotted or dealt with under the Issuing Mandate (including any sale or transfer of treasury shares) by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Pursuant to the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

3. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four executive Directors, namely Mr. Choi Man Shing, Mr. Choi Cheung Tai Raymond, Mr. Koh Ming Fai and Mr. Fu Kwok Fu; one non-executive Director, namely Dr. Leung Ming Chu and three independent non-executive Directors, namely Mr. Mok Kwok Cheung Rupert, Mr. Au Yu Chiu Steven and Prof. Yung Kai Leung.

In accordance with Articles 84(1) and (2) of the Articles of Association, Mr. Choi Man Shing, Dr. Leung Ming Chu and Mr. Mok Kwok Cheung Rupert shall retire from office by rotation and be eligible for re-election at the AGM. Mr. Choi Man Shing, Dr. Leung Ming Chu and Mr. Mok Kwok Cheung Rupert will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposal for re-election of Mr. Choi Man Shing as an executive Director, Dr. Leung Ming Chu as a non-executive Director and Mr. Mok Kwok Cheung Rupert as an independent non-executive Director were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the Board Diversity Policy.

At the AGM, separate ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. Choi Man Shing as an executive Director, Dr. Leung Ming Chu as a non-executive Director and Mr. Mok Kwok Cheung Rupert as an independent non-executive Director. The biographical details of the above-named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in compliance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee with respect to the independent non-executive Directors subject to re-election at the AGM

All independent non-executive Directors have made an annual confirmation of independence, respectively. The Nomination Committee has assessed and reviewed the written confirmation of independence of Mr. Mok Kwok Cheung Rupert, who has served as an independent non-executive Director for more than nine years since June 2016, based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules. Also, the Nomination Committee has evaluated his performance and is of the view that he has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs. The Nomination Committee considers Mr. Mok Kwok Cheung Rupert to be independent in character and judgement and there are no relationships or circumstances which are likely to affect (or could appear to affect) his judgement as an independent non-executive Director. The Nomination Committee acknowledges the invaluable contributions made by Mr. Mok Kwok Cheung Rupert with his in-depth knowledge and understanding of the Group's business and operation gained throughout the years. The Nomination Committee is therefore of the view that Mr. Mok Kwok Cheung Rupert possesses the required attributes of an independent non-executive Director and there is no evidence that the length of his tenure has had or would have any impact on his independence from the Company.

Based on the Board Diversity Policy, the Nomination Committee considers that Mr. Mok Kwok Cheung Rupert can contribute to the diversity of the Board, in particular, with his strong and diversified educational background, skills and professional experience in his expertise. In addition, having taken into account the participation of Mr. Mok Kwok Cheung Rupert in Board meetings over the past years, the Nomination Committee is also satisfied that he will continue to be able to commit sufficient time and attention to the Company's affairs.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Mok Kwok Cheung Rupert for re-election as an independent non-executive Director at the AGM.

Apart from Mr. Mok Kwok Cheung Rupert, the remaining two independent non-executive Directors, namely Mr. Au Yu Chiu Steven and Prof. Yung Kai Leung, have also served more than nine years on the Board since June 2016 and February 2017, respectively.

As all existing independent non-executive Directors have served more than nine years, Code Provision B.2.4(b) of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules requires the Company to appoint a new independent non-executive Director on the Board at the forthcoming AGM. The Company will deviate from this requirement of Code Provision B.2.4(b) at the AGM as it is still in the process of identifying a candidate as a new independent non-executive Director whose qualifications and expertise align with the Company's strategic objectives. To ensure the identification of the most suitable candidate, the Company requires additional time to complete this process and therefore will not be in a position to propose a new independent non-executive Director at the forthcoming AGM. Pending the appointment, good corporate governance is maintained as the current independent non-executive Directors continue to demonstrate strict independence in character and judgment, providing effective oversight over the affairs of the Company. The Company is mindful of the importance of maintaining a strong independent board leadership and will use its best endeavours to ensure that suitable candidate is appointed as soon as practicable in order to ensure compliance with this code provision. Announcement will be made by the Company upon the appointment of the new independent non-executive Director in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

4. ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

The Board proposed to make the Proposed Amendments to the Memorandum and the Articles of Association to be in line with the latest regulatory requirements under the Listing Rules. In view of the Proposed Amendments, the Board proposed to adopt the New Memorandum and Articles in substitution for, and to the exclusion of, the Memorandum and the Articles of Association.

The major areas of the Proposed Amendments are set out below:

- (i) bringing the Memorandum and the Articles of Association in line with the latest regulatory regime, including the relevant requirements of the Listing Rules in connection with electronic or hybrid meetings, electronic voting, treasury shares and the electronic dissemination of corporate communications by listed issuers;
- (ii) enabling the Shareholders to give instructions, receive corporate action proceeds and pay subscription monies for offers to subscribe for new securities by electronic means;
- (iii) preparing for the uncertificated securities market regime by adding provisions to allow Shareholders to hold and transfer Shares in uncertificated form; and
- (iv) making certain other housekeeping changes that are consistent with the above amendments and the Listing Rules.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the AGM, and will become effective upon the approval by the Shareholders at the AGM.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

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

LETTER FROM THE BOARD

5. AGM AND PROXY ARRANGEMENT

Set out on pages AGM-1 to AGM-6 of this circular is the notice of AGM at which resolutions will be proposed to the Shareholders to consider and approve, among other matters, (i) the grant to the Directors the Issuing Mandate and the Repurchase Mandate; (ii) the extension of the Issuing Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the adoption of the New Memorandum and Articles.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.vincentmedical.com). Shareholders can appoint proxies to attend, speak and vote in their stead at the AGM by completing a valid proxy form and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by 10:00 a.m. on Monday, 18 May 2026 or not later than 48 hours before the time appointed for holding of any adjourned or postponed meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment or postponement thereof) if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

All resolutions will be put to vote by way of poll at the AGM pursuant to Rule 13.39(4) of the Listing Rules. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

6. 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 Group. 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 this circular or any statement herein misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that (i) the granting of the Issuing Mandate and the Repurchase Mandate to the Directors to issue and repurchase Shares; (ii) the extension of the Issuing Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the adoption of the New Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

8. GENERAL INFORMATION

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

Yours faithfully
By order of the Board
Vincent Medical Holdings Limited
Choi Man Shing
Chairman and Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. The explanatory statement which contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules and other relevant provisions of the Listing Rules is set out as follows:

1. LISTING RULES RELATING TO THE SHARE REPURCHASE

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all share repurchases by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares were 659,395,832 and the Company did not have any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 65,939,583 Shares, being 10% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of the relevant resolution at the AGM.

3. REASONS FOR SHARE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the ability to do so would give the Company the flexibility and the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the articles of association of the Company, and the laws of the Cayman Islands. Share repurchase will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest published audited consolidated accounts of the Company have been made), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent which would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

4. FUNDING OF SHARE REPURCHASE

The Company is empowered by the Memorandum and the Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the Listing Rules, a listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

The laws of the Cayman Islands provide that payment for a share repurchase may only be made out of the profits, the share premium account or the proceeds of a new issue of Shares made for such purpose or, subject to the Cayman Companies Act, out of capital of the Company. The amount of premium over the par value of the Shares payable on the repurchase of Shares may only be paid out of either or both of the profits or the share premium account of the Company or, subject to the Cayman Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the repurchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

5. DIRECTORS AND THEIR CLOSE ASSOCIATES, AND THE COMPANY'S CORE CONNECTED PERSONS

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

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

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to make share repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the articles of association of the Company and the laws of the Cayman Islands.

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

7. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which may give rise to an obligation on certain Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Controlling Shareholders, consisting of Mr. Choi, Ms. Liu, VRI and VRHK, were interested in a total of 393,189,890 Shares, representing approximately 59.63% of the issued share capital of the Company.

In the opinion of the Directors, on the basis of the current aggregate shareholding of the Controlling Shareholders, an exercise of the Repurchase Mandate in full will not result in the Controlling Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors are not aware of any Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that it would result in the number of Shares held by the public being reduced to less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company.

8. SHARE REPURCHASE BY THE COMPANY

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

9. STATUS OF REPURCHASED SHARES

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) not, or procure its broker not to, give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

10. SHARE PRICES

During each of the previous twelve months up to and including the Latest Practicable Date, the highest and lowest trading prices during each month for the Shares on the Stock Exchange were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2025 | | |
| April | 0.520 | 0.355 |
| May | 0.435 | 0.375 |
| June | 0.510 | 0.385 |
| July | 0.950 | 0.480 |
| August | 1.320 | 0.840 |
| September | 1.200 | 0.940 |
| October | 0.980 | 0.800 |
| November | 0.890 | 0.780 |
| December | 0.840 | 0.810 |
| 2026 | | |
| January | 1.030 | 0.820 |
| February | 1.090 | 0.940 |
| March | 1.040 | 0.880 |
| April (up to and including the Latest Practicable Date) | 0.940 | 0.890 |

Source: the website of the Stock Exchange

The biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTOR

Mr. CHOI Man Shing (蔡文成) (“Mr. Choi”), aged 73, is the chairman and an executive Director of the Company, the chairman of the Nomination Committee and a member of the remuneration committee of the Board. He also currently serves as a director of many subsidiaries of the Company. Mr. Choi is the founder of the Group and primarily responsible for formulating long-term development and marketing strategies of the Group. He has over 47 years of management experience in the manufacturing industry in Hong Kong and the PRC. Mr. Choi is (i) the father of Mr. Choi Cheung Tai Raymond, an executive Director and the chief executive officer of the Company; (ii) the spouse of Ms. Liu, a Controlling Shareholder; and (iii) a director of VRI (a Controlling Shareholder) and certain of its subsidiaries.

Mr. Choi has entered into a service agreement with the Company on 24 June 2016. The service agreement may be terminated in accordance with the respective terms of the service agreement. Pursuant to the service agreement, Mr. Choi is entitled to receive a service fee of HK\$1.00 and a salary as an executive Director per annum with discretionary bonus. The total remuneration of Mr. Choi for the year ended 31 December 2025 was approximately HK\$1,567,000 which was determined with reference to his duties and responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Choi is interested in an aggregate of 393,189,890 Shares, representing approximately 59.63% of the issued share capital of the Company, within the meaning of Part XV of the SFO. Also, Mr. Choi is interested in an aggregate of 4,750 shares of VRI (a holding company of the Company and hence an associated corporation of the Company under Part XV of the SFO), representing 100% of the issued share capital of VRI, within the meaning of Part XV of the SFO. As at the Latest Practicable Date, save as otherwise disclosed herein, Mr. Choi was not interested in any other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Choi was the person-in-charge of VINCENT RAYA (DONGGUAN) ELECTRONICS CO., LTD Wuhan Sales Office* (永勝(東莞)電子有限公司武漢經營部) (“**Wuhan Sales Office**”), an unincorporated business entity established in the PRC, when its business licence was revoked. As Mr. Choi was in the process of winding down the business of Wuhan Sales Office with a view to dissolution of such office, Wuhan Sales Office did not attend to annual examination and its business licence was subsequently revoked on 25 December 2003.

Mr. Choi was also the person-in-charge of VINCENT RAYA (DONGGUAN) ELECTRONICS CO., LTD. Tianjin Sales Office* (永勝(東莞)電子有限公司天津經營部) (“**Tianjin Sales Office**”), an unincorporated business entity established in the PRC, when its business licence was revoked. As Mr. Choi was in the process of winding down the business of Tianjin Sales Office with a view to dissolution of such office, Tianjin Sales Office did not attend to annual examination and its business licence was subsequently revoked on 31 December 2008.

Mr. Choi was also the legal representative of Wuhan Vincent Electric Engineering Company Limited* (武漢永勝機電工程有限公司) (“**Wuhan Vincent Electric**”), a wholly foreign-owned enterprise established in the PRC which manufactured and sold electrical components, electrical and electronic products and various types of sensors before its business licence was revoked. Mr. Choi had voluntarily commenced the dissolution process of Wuhan Vincent Electric. As Wuhan Vincent Electric was in the process of being dissolved, it did not attend to annual examination and its business licence was subsequently revoked on 25 April 2001 (the “**Revocation Incident**”, together with the revocation of the business licences of Wuhan Sales Office and Tianjin Sales Office, the “**Relevant Incidents**”).

According to Article 146 of the PRC Company Law* (《中華人民共和國公司法》), a legal representative of a company or enterprise whose (i) business licence has been revoked; and (ii) is personally liable for such revocation, should not be appointed as a director, supervisor or member of senior management of a company or enterprise in the PRC for a period of three years from the date of revocation of the business licence (the “**Three-year Prohibition**”). As disclosed in the Company’s prospectus dated 30 June 2016 (the “**Prospectus**”), Zhong Lun Law Firm (the legal advisers of the Company as to PRC law for the listing application of the Company, the “**PRC Legal Advisers**”) advised that, Wuhan Sales Office and Tianjin Sales Office are unincorporated business entities that are not qualified as legal persons and therefore do not fall within the ambit of Article 146 of the PRC Company Law* (《中華人民共和國公司法》). Hence, Mr. Choi is not subject to the Three-year Prohibition in respect of his acting as the person-in-charge of Wuhan Sales Office and Tianjin Sales Office. The PRC Legal Advisers confirmed that such revocations had not affected the appointment of Mr. Choi as the legal representative(s) and/or director(s) of the Group’s PRC subsidiaries.

During the Three-year Prohibition, Mr. Choi was appointed as the legal representative and chairman of Vincent Medical (Dongguan) Mfg. Co. Ltd. (東莞永勝醫療製品有限公司) (“**VMDG**”), an indirect non-wholly owned subsidiary of the Company (“**Appointments**”). As disclosed in the Prospectus, the PRC Legal Advisers confirmed, having reviewed all the documents retrieved from the Wuhan Administration for Industry & Commerce, that they have found no record that indicates Mr. Choi is personally liable for the Revocation Incident. Mr. Choi also confirmed that he bears no personal liability for the Revocation Incident. Further, the Appointments were registered and confirmed by the Dongguan Administration for Industry & Commerce, and VMDG has confirmed that it has not been subject to any penalty or investigation as a result of the Appointments. Therefore, the PRC Legal Advisers were of the opinion that the Revocation Incident would not result in any material legal impediment to Mr. Choi’s appointments as director(s) and/or legal representative(s) of the Group’s PRC subsidiaries.

Mr. Choi confirmed that, save for the Three-year Prohibition and as disclosed above, the Relevant Incidents did not result in any restriction, responsibility or penalty imposed against him. Since (i) the Relevant Incidents were a result of the failure of Wuhan Sales Office, Tianjin Sales Office and Wuhan Vincent Electric to attend annual examination within the specific time period during the winding down or dissolution process; (ii) Mr. Choi did not hold positions of legal representative, director, supervisor or member of senior management in any other PRC companies whose business licence has been revoked; (iii) the Three-year Prohibition period has lapsed; (iv) there has been no recurrence of similar incidents since 1 January 2009; and (v) the Relevant Incidents did not involve any dishonesty on the part of Mr. Choi nor impugn on his integrity or competence, the Board is of the view that the suitability of Mr. Choi to act as a director of a listed issuer under Rules 3.08 and 3.09 of the Listing Rules is not affected by the Relevant Incidents.

NON-EXECUTIVE DIRECTOR

Dr. LEUNG Ming Chu (梁明珠) (“Dr. Leung”), aged 68, is a non-executive Director of the Company. Also, she is a member of the Nomination Committee. Dr. Leung joined the Group in July 2023 and is responsible for participating in meetings of the Board to bring an independent perspective and judgment on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to the Group as and when required.

Dr. Leung has extensive experience in commercial sales and marketing, management and operation. Dr. Leung is a consultant at Besteam Consultants Limited (“Besteam”) since September 2020. Besteam has provided consultancy services to Vincent Medical Manufacturing Co., Limited, an indirect wholly-owned subsidiary of the Company, in respect of operational improvements since July 2019. Besteam is wholly owned by Mr. Chan Ling Ming, the spouse of Dr. Leung and a former independent non-executive Director from 24 June 2016 to 13 June 2019. From January 1986 to August 1997, Dr. Leung worked at Caltex Oil Hong Kong Ltd., where her last position was the manager of commercial business unit. From August 1997 to January 2009, Dr. Leung worked as a principal lecturer of the Technical College of the Vocational Training Council. From January 2009 to January 2018, Dr. Leung worked as an assistant executive director of the Vocational Training Council.

Dr. Leung obtained a degree of bachelor of arts through distance learning from The Open University, the United Kingdom in December 1982, a degree of master of business administration through distance learning from The University of Warwick, the United Kingdom in July 1990 and a degree of doctor of business administration through distance learning from Macquarie University, Australia in April 2009. Dr. Leung is a Certified Professional Marketer (Asia) of the Asia Marketing Federation.

Dr. Leung has entered into a service agreement with the Company on 25 July 2023. The service agreement may be terminated in accordance with the respective terms of the service agreement. Pursuant to the service agreement, Dr. Leung is currently entitled to receive a service fee of HK\$21,000 as a non-executive Director and a member of the Nomination Committee per month. The remuneration of Dr. Leung was determined with reference to her duties and responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Leung was not interested in any securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. MOK Kwok Cheung Rupert (莫國章) (“Mr. Mok”), aged 67, is an independent non-executive Director of the Company. Also, he is the Chairman of the remuneration committee of the Board, as well as a member of each of the audit committee of the Board and the Nomination Committee. Mr. Mok joined the Group in June 2016 and is responsible for participating in meetings of the Board to bring an independent perspective and judgment on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to the Group as and when required.

Mr. Mok obtained a bachelor’s degree in electrical engineering from the University of Sydney, Australia in March 1982 and a master’s degree in biomedical engineering from the University of New South Wales, Australia in October 1984.

Mr. Mok is currently (i) the Deputy Chairman of the Executive Board; (ii) the Chair of the Greater Bay Area Panel; (iii) the Co-Chair of the Membership Affairs Panel; (iv) a member of the Product and Technology Development Panel; and (v) a member of the Quality and Regulatory Affairs Panel of the Hong Kong MedTech Association (“**HKMTA**”, formerly known as “Hong Kong Medical and Healthcare Device Industries Association”), respectively. He served as the Treasurer of the Executive Board of the HKMTA for the terms from 2023 to 2024.

Mr. Mok is also (i) a Peer Review Expert of the Research, Academic and Industry Sectors One-Plus Scheme (RAISE+); and (ii) a member of the Expert Panel on the Designation of Designated Local Research Institutions of the Innovation and Technology Fund, Innovation and Technology Commission (“**ITC**”). He served as a member of the Innovation and Technology Fund Research Projects Assessment Panel (Biotechnology) of ITC for the terms from 2022 to 2024 and an assessor of the Enterprise Support Scheme Assessment Panel of ITC for the terms from 2019 to 2025. He is an industrial advisor on Undergraduate Program in BioEngineering of the Hong Kong University of Science and Technology.

Mr. Mok has over 41 years of experience in administrative management, sales and marketing and R&D of medical devices in the Asia Pacific region.

Mr. Mok has entered into a service agreement with the Company on 24 June 2016. The service agreement may be terminated in accordance with the respective terms of the service agreement. Pursuant to the service agreement, Mr. Mok is currently entitled to receive a total service fee of HK\$24,000 as an independent non-executive Director and a member of the respective Board committees per month. The remuneration of Mr. Mok was determined with reference to his duties and responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Mok was not interested in any securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date and save as disclosed herein, none of the above Directors (i) held any directorships in other listed public companies in Hong Kong or overseas in the last three years, or any other major appointments or professional qualifications; (ii) held any other positions with the Company and its subsidiaries; or (iii) had any other relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above Directors.

The following are the Proposed Amendments brought about by the adoption of the New Memorandum and Articles.

Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles of Association.

THE MEMORANDUM

| Article No. | Proposed Amendments showing changes to the Memorandum |
|--------------------|--|
|--------------------|--|

- | | |
|----|---|
| 1. | The name of the Company is Vincent Medical Holdings Limited <u>and its dual foreign name is 永勝醫療控股有限公司.</u> |
| 2. | The Registered Office of the Company shall be at the offices <u>of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands</u> of Offshore Incorporations (Cayman) Limited, Floor 4, Willow House, Cricket Square, P O Box 2804, Grand Cayman KY1-1112, Cayman Islands <u>or at such other place as the Directors may from time to time decide.</u> |
| 4. | Except as prohibited or limited by the Companies Law Act (2013 Revision) <u>As Revised</u> , the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to Members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance and to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws. |

6. The share capital of the Company is ~~HK\$100,000,000~~~~US\$50,000.00~~ divided into ~~10,000,000,000~~~~50,000~~ shares of a nominal or par value of ~~US\$1.00~~~~HK\$0.01~~ each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies ~~Law Act (2013 Revision)~~~~As Revised~~ and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in this Memorandum of Association, the Company shall have no power to issue bearer shares, warrants, coupons or certificates.
7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies ~~Law Act (2013 Revision)~~~~As Revised~~ and, subject to the provisions of the Companies ~~Law Act (2013 Revision)~~~~As Revised~~ and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

~~We, the undersigned, are desirous of being formed into a Company pursuant to this Memorandum of Association and the Companies Law (2013 Revision), and we hereby agree to take the numbers of shares set opposite our name below.~~

| Signature, Name, Occupation, and Address of Subscriber | Number of Shares Taken by Each Subscriber |
|--|---|
| For and on behalf of Offshore Incorporations (Cayman) Limited Corporation of Floor 4, Willow House, Cricket Square, P-O Box 2804, Grand Cayman KY1-1112, Cayman Islands ----- (Sd.) Authorised Signatory Toni Rombough | ONE |

DATED 19 NOV 2015

WITNESS to the above signature:

(Sd.) Andria Bell
of Floor 4, Willow House, Cricket Square,
P-O Box 2804,
Grand Cayman KY1-1112, Cayman Island

THE ARTICLES OF ASSOCIATION

Article No. Proposed Amendments showing changes to the Articles of Association

2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

| <u>WORD</u> | <u>MEANING</u> |
|---|--|
| “Act” | the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) (As Revised) of the Cayman Islands. |
| <u>“address”</u> | <u>for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.</u> |
| <u>“announcement”</u> | <u>an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u> |
| <u>“ASR Code”</u> | <u>the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u> |
| <u>“Central Clearing and Settlement System”</u> | <u>the Central Clearing and Settlement System operated by HKSCC.</u> |
| “close associate” | in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules. |
| <u>“electronic communication”</u> | <u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.</u> |

| Article No. | Proposed Amendments showing changes to the Articles of Association |
|-----------------------------|--|
| <u>“electronic meeting”</u> | <u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u> |
| <u>“Electronic System”</u> | <u>any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.</u> |
| <u>“financial year”</u> | the financial period of the Company ending or ended on the date as determined in accordance with Article 165 for preparation of its financial statements to be laid before the Company <u>Members</u> at the annual general meeting of the Company. |
| <u>“HKSCC”</u> | <u>the Hong Kong Securities Clearing Company Limited.</u> |
| <u>“HK Stock Exchange”</u> | <u>The Stock Exchange of Hong Kong Limited.</u> |
| <u>“hybrid meeting”</u> | <u>a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u> |
| <u>“Listing Rules”</u> | <u>the rules and regulations of the Designated Stock Exchange.</u> |
| <u>“Meeting Location”</u> | <u>has the meaning given to it in Article 64A.</u> |
| <u>“Notice”</u> | written notice unless otherwise specifically stated and as further defined <u>in these Articles; and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules and regulations of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</u> |

| Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|--|
| | <p>“ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.</p> |
| | <p><u>“physical meeting”</u> a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the <u>Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u></p> |
| | <p><u>“Principal Meeting Place”</u> shall have the meaning given to it in Article 59(2).</p> |
| | <p>“Register” the principal register <u>of Members</u> and where applicable, any branch register of Members to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time <u>including any branch register maintained in Hong Kong,</u> and it shall include, where relevant, <u>the register of holders as defined in the USM Rules.</u></p> |
| | <p><u>“Securities and Futures Ordinance”</u> <u>the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u></p> |
| | <p><u>“SFC”</u> <u>the Securities and Futures Commission of Hong Kong.</u></p> |
| | <p>“special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.</p> |
| | <p>“Subsidiary and Holding Company” has the meanings attributed to them in the rules of the Designated Stock Exchange.</p> |

| Article No. | Proposed Amendments showing changes to the Articles of Association |
|---------------------------|--|
| “substantial shareholder” | a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the <u>Listing Rules of the Designated Stock Exchange</u> from time to time) of the voting power at any general meeting of the Company. |
| “treasury shares” | <u>shares repurchased and held by the Company in treasury as authorized by the Act and shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.</u> |
| “Uncertificated” | <u>a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.</u> |
| “UNSRT System” | <u>an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.</u> |
| “USM Rules” | <u>the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) as amended from time to time.</u> |

Article No. Proposed Amendments showing changes to the Articles of Association

- (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:
- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or ~~a~~ Notice and the Member's election comply with all applicable Statutes, rules and regulations;
 - (h) references to a document ~~being (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 ~~a~~ Notice or document include a ~~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;
 - (i) Section 8 and Section 19 of the Electronic Transactions Act (As Revised 2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
 - (j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities;

Article No. Proposed Amendments showing changes to the Articles of Association

- (k) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;
- (l) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
- (m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
- (n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;
- (o) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies;
- (p) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
- (q) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|--|
| 3. | <p>(2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the <u>Listing Rules of any Designated Stock Exchange and/or the rules and regulations of any competent regulatory authority</u>, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. <u>Subject to the Act, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.</u></p> <p>(3) Subject to compliance with the <u>Listing Rules and the rules and regulations of the Designated Stock Exchange and any other competent relevant regulatory authority</u>, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p> <p>(4) <u>The Board may accept the surrender for no consideration of any fully paid share.</u></p> <p>(5) No share shall be issued to bearer.</p> |
| 8. | <p>(2) Subject to the provisions of the Act, the <u>Listing Rules of any Designated Stock Exchange</u> and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p> |

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|---|
| 10. | <p>Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class <u>(excluding treasury shares)</u> or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than including at an adjourned meeting or postponed meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum <u>(excluding treasury shares)</u>; and</p> |
| 12. | <p>(1) Subject to the Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the <u>Listing Rules of any Designated Stock Exchange</u> and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount <u>to their nominal value</u>. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable <u>or that based on legal opinions provided by legal advisers, the Board considers it necessary or expedient not to offer the shares to such Members on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place</u>. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of mMembers for any purpose whatsoever.</p> |

Article No. Proposed Amendments showing changes to the Articles of Association

18. Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, Every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.
19. Where Sshare certificates are issued, they shall be issued within the relevant any time limit as prescribed by the Act, the ASR Code or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, if such a time limit is applicable, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
20. (1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and (where the shares are not participating securities for the purpose of the USM Rules) a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance (where the shares are not participating securities for the purpose of the USM Rules) shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof.
- (2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount as the Designated Stock Exchange may from time to time determine or, where applicable, prescribed by the ASR Code provided that the Board may at any time determine a lower amount for such fee.

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|--------------------|--|
| 21. | If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares <u>(where the shares are not participating securities for the purpose of the USM Rules)</u> may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine or, where applicable, prescribed by the ASR Code to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed. |
| 43. | <u>(3) The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.</u> |
| 44. | The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members and holders of <u>Prescribed Securities (as defined in the USM Rules)</u> without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed <u>for inspection</u> at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year. |

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|--|
| 45. | <p>Subject to the <u>Listing Rules of any Designated Stock Exchange</u>, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p> <ul style="list-style-type: none">(a) determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made; and(b) determining the Members entitled to receive an Notice of and to vote at any general meeting of the Company. |
| 46. | <ul style="list-style-type: none">(1) Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.(2) <u>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The Register in respect of listed shares may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.</u> |

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|--------------------|---|
| 47. | <p><u>Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, the instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.</u></p> |
| 49. | <p>Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:</p> <ul style="list-style-type: none">(a) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;(b) <u>if applicable</u>, the instrument of transfer is in respect of only one class of share;(c) <u>for certificated shares</u>, the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and |
| 51. | <p>The registration of transfers of shares or of any class of shares may, after notice has been given by <u>announcement or by electronic communication or by advertisement</u> in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.</p> |

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|--------------------|--|
| 56. | An annual general meeting of the Company shall be held in for each financial year other than the financial year of the Company's adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the <u>Listing Rules of the Designated Stock Exchange</u> , if any) at such time and place as may be determined by the Board. |
| 57. | Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held <u>as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting,</u> as may be determined by the Board <u>in its absolute discretion.</u> |
| 58. | The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (<u>excluding treasury shares</u>) carrying the right of voting at general meetings of the Company, <u>on a one vote per share basis,</u> shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. |
| 59. | (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the <u>Listing Rules of the Designated Stock Exchange</u> , a general meeting may be called by shorter notice, subject to the Act, if it is so agreed: |

Article No. Proposed Amendments showing changes to the Articles of Association

- (2) The ~~Notice~~ shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities 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, and (d) particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The ~~Notice~~ convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members 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, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. ~~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 number 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. This Article shall be subject to the following:~~
- (a) ~~when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company’s website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);~~
- (b) ~~when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time and place for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than forty-eight (48) hours before the time of the postponed meeting; 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.~~

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|--|
| 61. | <p>(1) 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:</p> <p>(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) <u>in nominal value of its existing of the number of issued shares capital (excluding treasury shares)</u>; and</p> <p>(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or (in the case of a Member being a corporation) by its duly <u>by proxy</u> or, for quorum purposes only, <u>two persons appointed by the clearing house as authorised representative or by proxy</u> shall form a quorum for all purposes.</p> |
| 62. | <p>If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place (where applicable) same place(s) or to such day, such time and place as the Board may <u>(where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine.</u> If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.</p> |
| 63. | <p>(1) <u>The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at every a general meeting. If at any meeting the no chairman of the Company, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman of the meeting, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at the meeting. If no chairman or deputy chairman of the Company is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman of the meeting if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</u></p> |

Article No. Proposed Amendments showing changes to the Articles of Association

- (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.
64. Subject to Article 64C, ~~the chairman may, with~~ (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) as the and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting)meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' ~~notice~~ Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting details set out in Article 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.
- 64A. (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)**”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or 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.
- (2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include 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;

Article Proposed Amendments showing changes to the Articles of Association
No.

- (b) Members present at a Meeting Location 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 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 participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members 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
- (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.

Article No. Proposed Amendments showing changes to the Articles of Association

64B. 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, any Meeting Location(s) and/or participation 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 shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations 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.

64C. 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 64A(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 the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman 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 business conducted at the meeting up to the time of such adjournment shall be valid.

Article No. Proposed Amendments showing changes to the Articles of Association

- 64D. 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.
- 64E. 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 Directors, in their absolute discretion, consider 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, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, 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:
- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
 - (b) when only the form of the meeting or 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;

Article No. Proposed Amendments showing changes to the Articles of Association

- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed or changed meeting; and
- (d) 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.

64F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, 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.

64G. Without prejudice to other provisions in Article 64, 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.

Article No. Proposed Amendments showing changes to the Articles of Association

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy ~~or, in the case of a Member being a corporation, by its duly authorised representative~~ shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person ~~(or being a corporation, is present by a duly authorized representative)~~, or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (a) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (b) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by 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 for the time being entitled to vote at the meeting; or
 - (b) by a 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 not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a 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 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 shares conferring that right.

A demand by a person as proxy for a Member ~~or in the case of a Member being a corporation by its duly authorised representative~~ shall be deemed to be the same as a demand by the Member.

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|---|
| 67. | Where a resolution is voted on by a show of hands, a declaration by the chairman <u>of the meeting</u> that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the <u>Listing</u> Rules of the Designated Stock Exchange . |
| 70. | All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Act <u>or the Listing Rules or the rules, codes or regulations of any competent regulatory authority</u> . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have. |
| 73. | <p>(2) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the <u>Listing</u> Rules of the Designated Stock Exchange <u>or the rules, codes or regulations of any competent regulatory authority</u>, to abstain from voting to approve the matter under consideration.</p> <p>(3) Where the Company has knowledge that any Member is, under the <u>Listing</u> Rules of the Designated Stock Exchange <u>or the rules, codes or regulations of any competent regulatory authority</u>, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p> |
| 76. | <u>The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.</u> In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts. |

Article No. Proposed Amendments showing changes to the Articles of Association

77. (1) The Company may, at its absolute discretion, or, where the applicable laws, rules or regulations mandatorily require the provision of an electronic address for the receipt of document or information, the Company shall, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.
- (2) 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 certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) 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. 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, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Article No. Proposed Amendments showing changes to the Articles of Association

78. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) 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 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. The Board 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 these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.
81. (2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.
83. (4) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive ~~the~~ Notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company. Directors may participate in any meeting of the Members or any class thereof by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate simultaneously and instantaneously and, such participation shall constitute presence at a meeting as if those participating were present in person.
- (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his ~~period~~ term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|--|
| 100. | (2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such <u>the chairman of the meeting</u>) 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 such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board. |
| 111. | The Board may meet for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote. |
| 112. | A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board <u>whenever he shall be required so to do by any Director</u> . Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via <u>by electronic mail means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website</u> or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director . |
| 113. | (2) Directors may participate in any meeting of the Board by means of a conference telephone, <u>electronic</u> or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person. |
| 115. | The Board may elect a <u>one or more</u> chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the no <u>neither the no</u> chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting. |

Article No. Proposed Amendments showing changes to the Articles of Association

119. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this Article. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.
124. (1) The officers of the Company shall consist of ~~a~~at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and these Articles.
- (2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the Directors may elect more than one chairman ~~election to such office shall take place~~ in such manner as the Directors may determine.

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|--------------------|---|
| 139. | <p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. <u>For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u></p> |
| 141. | <p>Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable <u>or that based on legal opinions provided by legal advisers, the Board considers it necessary or expedient not to distribute assets to such Members on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place,</u> and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p> |

Article No. Proposed Amendments showing changes to the Articles of Association

142. (4) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any shareholders with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable or that based on legal opinions provided by legal advisers, the Board considers it necessary or expedient not to circulate an offer of such rights of election or allot shares to such Members on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.
144. (1) The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.

Article No. Proposed Amendments showing changes to the Articles of Association

(2) Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.

149. Subject to Article 150, a ~~printed~~ copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting ~~and at the same time as the notice of annual general meeting~~ and laid before the Members ~~Company~~ at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

150. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules of the Designated Stock Exchange, ~~and to obtaining all necessary consents, if any, required thereunder~~, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete ~~printed~~ copy of the Company's annual financial statement and the directors' report thereon.

- | Article No. | Proposed Amendments showing changes to the Articles of Association |
|-------------|--|
| 151. | The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the <u>Listing Rules of the Designated Stock Exchange</u> , the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's <u>website computer network</u> or in any other permitted manner (including by sending any form of electronic communication), <u>subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force.</u> and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents. |
| 152. | (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. |
| 154. | The remuneration of the Auditor shall be fixed by the Company in an ordinary resolution passed at a general meeting or in such manner as the Members may <u>by ordinary resolution</u> determine. |
| 158. | (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the <u>Listing Rules of the Designated Stock Exchange</u>), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and, subject to compliance with the Listing Rules, the Statutes and <u>any other applicable laws, rules and regulations from time to time in force</u> , any such Notice and document may be served or delivered by the Company on or to any Member either personally or given or issued by the following means: (a) <u>by serving it personally on the relevant person;</u> (b) <u>by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</u> or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by |

Article No. Proposed Amendments showing changes to the Articles of Association

- (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange; or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3) without the need for any additional consent or notification;
 - (f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or
 - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any Notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.

Article No. Proposed Amendments showing changes to the Articles of Association

159. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the ~~the~~ Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent provided that the Company or its agent has not received any "non-delivery message" after sending to any particular electronic address;
- (c) ~~A Notice if placed~~ published on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company to a Member on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules; following that on which a notice of availability is deemed served on the Member;
- (d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears; and
- (~~ee~~) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; ~~and.~~
- (~~d~~) ~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.~~

Article No. Proposed Amendments showing changes to the Articles of Association

160. (1) Any Notice or other document delivered or sent ~~by post to or left at the registered address of any Member in pursuance of~~ in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or ~~(until such an address has been so supplied)~~ by giving the ~~n~~Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.

Article No. Proposed Amendments showing changes to the Articles of Association

163. (3) ~~In the event of winding up of the Company in Hong Kong, every Member who is not for the time being in Hong Kong shall be bound, within fourteen (14) 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 judgements 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 as he shall deem appropriate or by a registered letter sent through the post and addressed to such Member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.~~

ELECTRONIC PAYMENTS AND INSTRUCTIONS

168. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:
- (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "actionable corporate communications" within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine, or by such other means as the Board considers appropriate;
- (b) accept payment from Members and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to Members and its securities holders to subscribe for any new securities; and

Article No. Proposed Amendments showing changes to the Articles of Association

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

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

169. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the Statutes and other applicable laws, rules and regulations.

NOTICE OF AGM



NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Vincent Medical Holdings Limited (the “**Company**”) will be held at 17th Floor, Leighton, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 20 May 2026 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

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

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2025.
2. To approve the declaration of a final dividend of HK2.6 cents per ordinary share for the year ended 31 December 2025.
3. To re-elect Mr. Choi Man Shing as an executive Director.
4. To re-elect Dr. Leung Ming Chu as a non-executive Director.
5. To re-elect Mr. Mok Kwok Cheung Rupert as an independent non-executive Director.
6. To authorise the board of the Directors to fix the remuneration of the Directors.
7. To re-appoint RSM Hong Kong as the Auditor and authorise the board of the Directors to fix their remuneration.
8. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, and deal with the unissued shares in the share capital of the Company (the “**Shares**”) or to resell or transfer treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power during or after the end of the Relevant Period;
- (c) the total number of Shares allotted (or sold or transferred out of treasury) or agreed conditionally or unconditionally to be allotted (or sold or transferred out of treasury) (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iii) any specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting(s); or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purpose 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 any applicable law or the Articles to be held; and
- (iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting;

NOTICE OF AGM

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

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

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued Shares, subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes of this resolution:

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

NOTICE OF AGM

- (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 any applicable law or the Articles to be held; and
 - (iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”
10. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 8 and 9 above, the general mandate to the Directors pursuant to resolution no. 8 be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 9 (up to 10% of the total number of the issued Shares (excluding treasury shares) as at the date of the passing of resolution no. 9).”

AS SPECIAL RESOLUTION

11. To consider and if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** the second amended and restated memorandum of association and the third amended and restated articles of association of the Company (incorporating the proposed amendments to the existing memorandum of association and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 24 April 2026) (the “**New Memorandum and Articles**”), 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 are hereby approved and adopted as the new memorandum of association and articles of association of the Company 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 close of this Meeting, and **THAT** any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and deeds and make all such arrangements that he or she shall, in his or her absolute discretion, deem necessary or expedient to implement and give effect to the adoption of the New Memorandum and Articles.”

By order of the Board
Vincent Medical Holdings Limited
Choi Man Shing
Chairman and Executive Director

24 April 2026

NOTICE OF AGM

Registered Office:
Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

*Headquarters and Principal Place
of Business in Hong Kong:*
Units 1604-07A, 16/F.,
Two Harbourfront,
22 Tak Fung Street,
Hung Hom, Kowloon,
Hong Kong

Notes:

- (i) A Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A Shareholder who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a Shareholder.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) as if he/she/it were solely entitled thereto, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of such Share.
- (iii) In order to be valid, a form of proxy must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) as soon as possible but in any event by 10:00 a.m. on Monday, 18 May 2026 or not later than 48 hours before the time appointed for holding of any adjourned or postponed meeting thereof. The completion and return of the form of proxy shall not preclude the Shareholders from attending and voting at the Meeting (or any adjournment or postponement thereof) if they so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- (iv) For determining the entitlement to attend and vote at the Meeting to be held on Wednesday, 20 May 2026, the register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026, both days inclusive, during which period no transfer of the Shares will be registered. The record date for determining the entitlement to attend and vote at the Meeting is Wednesday, 20 May 2026. In order to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 14 May 2026.
- (v) For determining the entitlement to the proposed final dividend (subject to the approval of the Shareholders at the Meeting), the register of members of the Company will be closed from Thursday, 28 May 2026 to Monday, 1 June 2026, both days inclusive, during which period no transfer of the Shares will be registered. The record date for determining the entitlement to the proposed final dividend is Monday, 1 June 2026. In order to establish entitlements to the proposed final dividend, all transfers forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 27 May 2026.
- (vi) At the Meeting (or any adjournment or postponement thereof), the chairman will put each of the above resolutions to the vote by way of a poll as required under the Listing Rules. The poll results will be published on the website of the Company at www.vincentmedical.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk on 20 May 2026.

NOTICE OF AGM

(vii) The Circular containing the information regarding, inter alia, the general mandates to issue Shares and repurchase Shares, the re-election of retiring Directors of the Company, and the adoption of the New Memorandum and Articles will be sent to the Shareholders together with the Company's annual report for the year ended 31 December 2025.

(viii) If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on the date of the Meeting, the Meeting will be postponed. Shareholders may visit the website of the Company at www.vincentmedical.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for details of the postponement and alternative meeting arrangements.

The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.

(ix) In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.