

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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Lumina Group Limited (“Company”), you should at once hand this circular with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



LUMINA GROUP LIMITED

瑩嵐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1162)

**PROPOSALS FOR (1) ADOPTION OF AUDITED
CONSOLIDATED FINANCIAL STATEMENTS AND
REPORTS OF DIRECTORS AND AUDITOR,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR,
(4) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES, AND EXTENSION MANDATE,
(5) ADOPTION OF THE FOURTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING**

A notice convening the 2025 annual general meeting of the Company (“2025 AGM”) to be held at Suite 901-903 & 907-910, 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Friday, 12 September 2025 at 2:30 p.m. is set out on pages 83 to 88 of this circular. A proxy form for use by the shareholders at the 2025 AGM is enclosed with this circular. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.lumina.com.hk.

Whether or not you are able to attend the 2025 AGM, you are advised to read this circular and to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the 2025 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 AGM or any adjournment thereof should you so wish.

31 July 2025

DEFINITIONS

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

| | |
|--|---|
| “2025 Annual Report” | the annual report of the Company for the financial year ended 31 March 2025 has been despatched to the Shareholders on 30 July 2025; |
| “2025 AGM” | the 2025 annual general meeting of the Company to be held at Suite 901-903 & 907-910, 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Friday, 12 September 2025 at 2:30 p.m., for the purpose of considering and if thought fit, approving, inter-alia, the resolutions proposed in this circular; |
| “Articles of Association” | the Third Articles of Association of the Company adopted by a special resolution passed on 26 August 2022; |
| “Auditor” | the auditor of the Company; |
| “Board” | the Board of Directors; |
| “Cayman Companies Act” | the Companies Act (as revised) of the Cayman Islands as amended from time to time; |
| “Chairman” | the chairman of the Board; |
| “Close Associate(s)” | has the meaning defined in the Listing Rules; |
| “Company” | Lumina Group Limited (瑩嵐集團有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange (stock code: 1162); |
| “controlling Shareholder” | has the meaning as defined in the Listing Rules; |
| “Core Connected Person(s)” | has the meaning defined in the Listing Rules; |
| “Current M&A” or “Third Amended and Restated Memorandum and Articles of Association” | the Third Amended and Restated Memorandum and Articles of Association of the Company adopted by a special resolution passed on 26 August 2022; |
| “Director(s)” | the director(s) of the Company; |

DEFINITIONS

| | |
|--|---|
| “Extension Mandate” | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate; |
| “Fourth Amended and Restated Memorandum and Articles of Association” | the Fourth Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted by the Shareholders at the 2025 AGM; |
| “General Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with (include any sale and transfer of treasury shares out of treasury) new Shares with the aggregate nominal value not exceeding 20% of the total number of Shares of the Company in issue (exclude treasury shares, if any) as at the date of passing of the relevant resolution at the 2025 AGM; |
| “Group” | the Company and its Subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | The Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Latest Practicable Date” | 28 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “PRC” | the People’s Republic of China, which shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular; |
| “Proposed Amendments” | the proposed amendments to the Current M&A as set out in the Appendix III to this circular; |

DEFINITIONS

| | |
|------------------------------|---|
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares of the aggregate nominal value not exceeding 10% of the total number of Shares of the Company in issue (exclude treasury shares, if any) as at the date of passing the relevant resolution at the 2025 AGM; |
| “SFC” | the Securities and Futures Commission of Hong Kong; |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)” | share(s) of nominal value of HK\$0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time); |
| “Shareholder(s)” | the holder(s) of the Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Subsidiary” | a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere; |
| “substantial shareholder(s)” | has the meaning as defined in the Listing Rules; |
| “treasury shares” | has the meaning ascribed to it under the Listing Rules, as amended, supplemental or otherwise modified from time to time; |
| “Takeovers Code” | The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong as amended from time to time; and |
| “%” | per cent. |



LUMINA GROUP LIMITED
瑩嵐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1162)

Executive Directors:

Mr. Fok Hau Fai (*Chairman and Chief Executive Officer*)

Mr. Sung Sing Yan

Ms. Wei Ju

Independent Non-executive Directors:

Mr. Hung Kin Sang

Mr. Lee Yin Sing

Mr. Wan Chun Kwan

Registered Office:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

1/F., R & T Centre

No. 81-83 Larch Street

Tai Kok Tsui

Kowloon

Hong Kong

31 July 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR (1) ADOPTION OF AUDITED
CONSOLIDATED FINANCIAL STATEMENTS AND
REPORTS OF DIRECTORS AND AUDITOR,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR,
(4) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES, AND EXTENSION MANDATE,
(5) ADOPTION OF THE FOURTH AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2025 AGM and to provide you with details of the resolutions to be proposed at the 2025 AGM relating to:

- (a) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditor for the year ended 31 March 2025;

LETTER FROM THE BOARD

- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditor;
- (d) the granting of the General Mandate to the Directors;
- (e) the granting of the Repurchase Mandate to the Directors;
- (f) the granting of the Extension Mandate to the Directors; and
- (g) the proposed adoption of the Fourth Amended and Restated Memorandum and Articles of Association.

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2025

The audited consolidated financial statements of the Company for the year ended 31 March 2025 together with the Reports of the Directors and the Auditor, are set out in the 2025 Annual Report. The 2025 Annual Report may then be viewed and downloaded from the Company's website (www.lumina.com.hk) and The Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been audited by Moore CPA Limited and reviewed by the Audit Committee of the Company.

RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of three Executive Directors, namely Mr. Fok Hau Fai ("**Mr. Fok**") (Chairman and Chief Executive Officer), Mr. Sung Sing Yan ("**Mr. Sung**") and Ms. Wei Ju ("**Ms. Wei**") and three Independent Non-executive Directors ("**INEDs**") namely Mr. Hung Kin Sang ("**Mr. Hung**"), Mr. Lee Yin Sing ("**Mr. Lee**") and Mr. Wan Chun Kwan ("**Mr. Wan**").

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. A retiring Director shall be eligible for re-election. Accordingly, Mr. Fok, Mr. Sung, Ms. Wei, Mr. Hung, Mr. Lee and Mr. Wan shall retire at the 2025 AGM and being eligible, offer themselves for re-election.

The re-election of Mr. Fok, Mr. Sung, Mr. Hung, Mr. Lee, Mr. Wan and Ms. Wei (the "**Retiring Directors**") has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2025 AGM. The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs of the Company have satisfied the Independence Guidelines set out in Rule 3.13 of the Listing Rules and each has provided to the Company an annual written confirmation of his independence.

LETTER FROM THE BOARD

In recommending Mr. Fok, Mr. Sung and Ms. Wei to stand for re-election as Executive Directors, and Mr. Hung, Mr. Lee and Mr. Wan to stand for re-election as INEDs, the Nomination Committee has considered the following background and attributes of the nominees concerned:

- (a) Mr. Fok obtained (i) a Diploma in Mechanical Engineering (Computer-aided Engineering) from the Vocational Training Council in August 1992; (ii) a Higher Certificate in Building Services Engineering; and (iii) a Bachelor's Degree in Building Services Engineering (Fire Engineering) from the Hong Kong Polytechnic University in November 1996 and November 2001 respectively. He has over 30 years of experience in the fire safety service industry and is the founder of our Group.
- (b) Mr. Sung has over 30 years of experience in the fire safety service industry.
- (c) Ms. Wei obtained a Bachelor's Degree in Administrative Management from the Guangdong Ocean University in June 2015. Ms. Wei has over 5 years of experience in asset management and administrative work.
- (d) Mr. Hung obtained a Bachelor's Degree in Business Studies from the City Polytechnic of Hong Kong (currently known as the City University of Hong Kong) in November 1993. He has over 25 years of sales and marketing experience.
- (e) Mr. Lee obtained a Bachelor's Degree in Accountancy from the City University of Hong Kong in November 2002. He has been a member of the Hong Kong Institute of Certified Public Accountants since April 2008. He has over 15 years of experience in financial control, accounting and corporate governance practices and procedures in Hong Kong.
- (f) Mr. Wan obtained (i) a Bachelor's Degree in Building Services Engineering (Fire Engineering); and (ii) a Master's Degree in Project Management from The Hong Kong Polytechnic University in November 2001 and November 2010 respectively. Mr. Wan is currently a member of the Hong Kong Institution of Engineers.

The Nomination Committee considered that in view of their diverse and different educational background and professional knowledge and experience in the fire safety service industry, sales and marketing, accounting and finance, corporate governance practices, engineering, asset management and administrative work, the appointments of Mr. Fok, Mr. Sung and Ms. Wei as Executive Directors and the appointments of Mr. Hung, Mr. Lee and Mr. Wan as INEDs will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The biographical details of the above-mentioned Directors proposed to be re-elected at the 2025 AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RESOLUTION (3) RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the Audit Committee of the Company) recommended that, subject to the approval of the Shareholders at the 2025 AGM, Moore CPA Limited be re-appointed as the external Auditor of the Company for 2026.

RESOLUTION (4) GENERAL MANDATE

The Directors have been granted a general and unconditional mandate to allot, issue and deal with Shares in the 2024 annual general meeting held on Friday, 13 September 2024. The general mandate would expire: (a) at the conclusion of the 2025 AGM of the Company; (b) at the expiration of the period within which the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to hold its 2025 AGM; or (c) when revoked, varied or renewed by an ordinary resolution of Shareholders in a general meeting, whichever is the earliest.

As the existing general mandate will lapse at the conclusion of the 2025 AGM, an ordinary resolution will therefore be proposed at the 2025 AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with (include any sale and treasury shares out of treasury) new Shares with the aggregate nominal value not exceeding 20% of the total number of issued shares of the Company (exclude treasury shares, if any) on the date of passing the relevant resolution. As at the Latest Practicable Date, a total of 600,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the General Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the 2025 AGM, the Company will be allowed under the General Mandate to issue a maximum of 120,000,000 Shares.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 4 in the notice of the 2025 AGM.

RESOLUTION (5) REPURCHASE MANDATE

The Directors have been granted a general and unconditional mandate to exercise the power of the Company to repurchase Shares pursuant to a resolution of the Shareholders passed on Friday, 13 September 2024. The repurchase mandate would expire: (a) at the conclusion of the 2025 AGM of the Company; (b) at the expiration of the period within which the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to hold its 2025 AGM; or (c) when revoked, varied or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As the existing repurchase mandate will lapse at the conclusion of the 2025 AGM, an ordinary resolution will therefore be proposed at the 2025 AGM that the Directors be granted a general mandate to exercise all the powers of the Company to purchase or repurchase Shares with the aggregate nominal value not exceeding 10% of the total number of the issued shares of the Company (exclude treasury shares, if any) on the date of passing the relevant resolution.

LETTER FROM THE BOARD

The Company had in issue an aggregate of 600,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to repurchase a maximum of 60,000,000 Shares on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the 2025 AGM.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 5 in the notice of the 2025 AGM.

An explanatory statement giving the particulars required under Rule 10.06(1)(b) of the Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out Appendix I to this circular. Neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

RESOLUTION (6) EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the General Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2025 AGM to authorise the Directors to extend the General Mandate to allot and issue Shares by an amount of Shares representing the total number of issued Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (exclude treasury shares, if any) as at the date of passing the resolution for approving the Repurchase Mandate.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 6 in the notice of the 2025 AGM.

RESOLUTION (7) PROPOSED ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the Company's announcement dated 29 July 2025, the Board proposed to adopt the Fourth Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Current M&A in order to (i) bring the Current M&A in line with the latest regulatory requirements in relation to hybrid meetings, electronic voting, and the electronic dissemination of corporate communications by listed issuer; (ii) allow the Company to hold repurchased shares as treasury shares; and (iii) make some housekeeping amendments. Full particulars of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments are prepared in the English language and the Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation of the Proposed Amendments, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules. 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. In addition, the Company has confirmed that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

LETTER FROM THE BOARD

The proposed adoption of the Fourth Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of passing a special resolution at the 2025 AGM and will become effective upon the approval by the Shareholders at the 2025 AGM.

2025 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the 2025 AGM to be held at Suite 901-903 & 907-910, 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Friday, 12 September 2025 at 2:30 p.m. is set out on pages 83 to 88 of this circular. At the 2025 AGM, six ordinary resolutions and one special resolution will be proposed to approve, among other matters, the adoption of the audited consolidated financial statements and the Reports of the Directors and the Auditor; the re-election of retiring Directors, the re-appointment of Auditor, the granting of the General Mandate, the Repurchase Mandate, and the Extension Mandate and the proposed adoption of the Fourth Amended and Restated Memorandum and Articles of Association.

A proxy form for use in connection with the 2025 AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the 2025 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 AGM (or any adjourned meeting thereof) should you so wish and in such event, the proxy form shall be deemed to be revoked.

VOTING AT THE 2025 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2025 AGM will be voted by way of poll by the Shareholders. An announcement on the poll results of the 2025 AGM will be made by the Company after the 2025 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

At the 2025 AGM, six ordinary resolutions and one special resolution will be proposed to approve, among other matters, the adoption of the audited consolidated financial statements and the Reports of the Directors and the Auditor; the re-election of retiring Directors, the re-appointment of Auditor, the granting of the General Mandate, the Repurchase Mandate and the Extension Mandate and the proposed adoption of the Fourth Amended and Restated Memorandum and Articles of Association.

The Directors believe that the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the Retiring Directors, the re-appointment of the Auditor and the proposed adoption of the Fourth Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the General Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2025 AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the 2025 AGM will be closed from Monday, 8 September 2025 to Friday, 12 September 2025, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2025 AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 5 September 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2025 AGM is therefore Friday, 12 September 2025.

LETTER FROM THE BOARD

RESPONSIBILITY OF DIRECTORS

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

GENERAL INFORMATION

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

LANGUAGE

The English version of this circular shall prevail over the Chinese translation of this circular for the purpose of interpretation.

By order of the Board
Lumina Group Limited
Fok Hau Fai
Chairman and Chief Executive Officer

This Appendix I is an explanatory statement, as required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares 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, a total of 600,000,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the 2025 AGM, exercise in full of the Repurchase Mandate, on the basis of 600,000,000 Shares in issue (exclude treasury shares, if any) as at the Latest Practicable Date, could result in up to a maximum of 60,000,000 Shares being repurchased by the Company.

If the Company repurchase any Shares pursuant to the Purchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares as treasury shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchase of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will 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; and (iii) take any other appropriate 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.

The Company will ensure that the treasury shares are appropriately identified and segregated, such as giving clear written instructions to the Hong Kong branch share registrar of the Company.

3. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

4. SOURCE OF FUNDS

The Company is empowered by 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 the Articles of Association, the Cayman Companies Act, the Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorized by the Articles of Association and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorized by the Articles of Association and subject to Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorized share capital will not be reduced.

The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with the position disclosed in its latest published audited consolidated financial statements as at 31 March 2025 in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their Close Associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders and exercised, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved and exercised.

7. THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged 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.

| |
|--|
| APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE |
|--|

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column “Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate” while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the 2025 AGM (and assuming that the issued share capital remains unchanged up to the date of the 2025 AGM) is shown under the column “Approximate % of the issued share capital should the Repurchase Mandate be exercised in full”:

| Name of Shareholder | Nature of Interest | Number of Shares Interested | Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate | Approximate % of the issued share capital should the Repurchase Mandate be exercised in full |
|--|--|---------------------------------------|---|---|
| Mr. Fok Hau Fai ("Mr. Fok") (Note 2) | Interest in a controlled corporation | 398,500,000 ordinary Shares (L) | 66.42% | 73.80% |
| Foxfire Limited ("Foxfire") (Note 2) | Beneficial Owner | 398,500,000 ordinary Shares (L) | 66.42% | 73.80% |

The above are calculated based on 600,000,000 Shares in issue as at the Latest Practicable Date.

Notes:

- (1) The letter (L) denotes a person’s long interest in the Company’s Shares.
- (2) These shares are registered in the name of Foxfire Limited, a company which is wholly owned by Mr. Fok. Under the SFO, Mr. Fok is deemed to be interested in all the shares registered in the name of Foxfire.

| |
|--|
| APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE |
|--|

In the event that the Directors exercise the Repurchase Mandate in full, the interest of the abovenamed persons would be increased as shown in the table above.

In the event that the Repurchase mandate is exercised, the Directors are not aware of any consequences which would arise under Takeover Code as a result of exercising the power under the Repurchase Mandate.

8. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange in each of the 12 months immediately prior to the Latest Practicable Date are as follows:

| Month | Price per Share | |
|--|-------------------------------|------------------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2024 | | |
| July | 0.182 | 0.153 |
| August | 0.180 | 0.150 |
| September | 0.172 | 0.142 |
| October | 0.660 | 0.153 |
| November | 0.198 | 0.145 |
| December | 0.167 | 0.147 |
| 2025 | | |
| January | 0.176 | 0.140 |
| February | 0.160 | 0.100 |
| March | 0.112 | 0.097 |
| April | 0.224 | 0.096 |
| May | 0.265 | 0.203 |
| June | 0.255 | 0.232 |
| July (up to the Latest Practicable Date) | 0.300 | 0.241 |

9. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

10. DIRECTORS' UNDERTAKING

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

The followings are the particulars of the retiring Directors proposed to be re-elected at the 2025 AGM:

Mr. FOK Hau Fai (霍厚輝), aged 54, was appointed as our Director on 7 July 2016 and was redesignated as an Executive Director and appointed as the Chairman, Chief Executive Officer and Compliance Officer of our Company on 3 September 2016. He is the Chairman of the Nomination Committee and a member of Environmental, Social and Governance Committee. Mr. Fok has over 30 years of experience in the fire safety service industry and is the founder of our Group. He is responsible for our overall strategic planning, business development and operational management. Mr. Fok obtained a Diploma in Mechanical Engineering (Computer-aided Engineering) from the Vocational Training Council in August 1992. He subsequently obtained a Higher Certificate in Building Services Engineering and a Bachelor's Degree in Building Services Engineering (Fire Engineering) from The Hong Kong Polytechnic University in November 1996 and November 2001 respectively.

Mr. Fok has entered into a service contract with the Company for a further terms of three years commencing from 22 September 2023 until terminated by not less than three months' notice in writing served by either party. Notwithstanding the foregoing, Mr. Fok's appointment as a Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. The Directors remuneration/emolument of Mr. Fok will be proposed by the Remuneration Committee and approved by the Board and is determined by arm's length negotiation between Mr. Fok and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, at the discretion of the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company. The emolument of Mr. Fok for the year ended 31 March 2025 is set out in note 7 of the consolidated financial statement in the 2025 Annual Report.

Save as disclosed in Appendix I, as at the Latest Practicable Date, Mr. Fok did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. SUNG Sing Yan (宋聖恩), aged 64, was appointed as our Executive Director on 3 September 2016. He is a member of the Remuneration Committee and the Risk and Technical Committee. Mr. Sung has over 30 years of experience in the fire safety service industry and has been the general manager of Kin Ying Contracting Limited since August 2005. He is in charge of the Repairs and Maintenance Department of the Group where he is responsible for its daily operational management.

Mr. Sung has entered into a service contract with the Company for a further terms of three years commencing from 22 September 2023 until terminated by not less than three months' notice in writing served by either party. Notwithstanding the foregoing, Mr. Sung's appointment as a Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. The Director's remuneration/emolument of Mr. Sung will be recommended by the

| | |
|--------------------|--|
| APPENDIX II | BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2025 AGM |
|--------------------|--|

Remuneration Committee and approved by the Board and is determined by arm's length negotiation between Mr. Sung and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, if recommended by the Remuneration Committee and approved by the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company. The emolument of Mr. Sung for the year ended 31 March 2025 is set out in note 7 of the consolidated financial statement in the 2025 Annual Report.

Ms. Wei Ju (韋菊), aged 31, was appointed as our Executive Director on 2 August 2024. She was appointed as a member of the Nomination Committee on 18 July 2025. Ms. Wei has over 5 years of experience in asset management and administrative work. She is responsible for strategic planning and business development of our Group.

Ms. Wei has entered into a service contract with the Company for an initial fixed term of three years commencing on 2 August 2024 and shall continue thereafter, until terminated by not less than one month's notice in writing served by either party. Notwithstanding the foregoing, Ms. Wei's appointment as a Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Ms. Wei is entitled to a Director's fee of HK\$120,000 per annum and a discretionary bonus which are/to be determined by the Board upon the recommendation of the Remuneration Committee of the Company with reference to her qualification, level of duties and responsibilities undertaken in the Company, the prevailing market conditions and the operating results of the Company.

Mr. HUNG Kin Sang (熊健生), aged 53, was appointed as our Independent Non-executive Director on 22 September 2017. He is the Chairman of the Remuneration Committee and the Environmental, Social and Governance Committee; also, a member of the Audit Committee and the Nomination Committee. Mr. Hung has over 25 years of sales and marketing experience and is currently a sales and marketing director of the Hong Kong subsidiary of a Swiss-based company specialising in the manufacture and sales of watch movements. Mr. Hung obtained a Bachelor's Degree in Business Studies from the City Polytechnic of Hong Kong (currently known as the City University of Hong Kong) in November 1993.

There is a letter of appointment entered into between the Company and Mr. Hung for a further terms of service with effect from 22 September 2023 and shall continue thereafter subject to a maximum of three years. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Hung is entitled to a Director's fee of HK\$120,000 per annum under such appointment, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

Mr. LEE Yin Sing (李彥昇), aged 45, was appointed as our Independent Non-executive Director on 22 September 2017. He is the Chairman of the Audit Committee and a member of the Nomination Committee. Mr. Lee has over 15 years of experience in financial control, accounting and corporate governance practices and procedures in Hong Kong and is currently the chief financial officer and company secretary of Greatime International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 844). Mr. Lee obtained a Bachelor's Degree in Accountancy from the City University of Hong Kong in November 2002. He has been a member of the Hong Kong Institute of Certified Public Accountants since April 2008.

There is a letter of appointment entered into between the Company and Mr. Lee for a further terms of service with effect from 22 September 2023 and shall continue thereafter subject to a maximum of three years. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Lee is entitled to a Director's fee of HK\$120,000 per annum under such appointment, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

Mr. WAN Chun Kwan (溫雋軍), aged 49, was appointed as our Independent Non-executive Director on 22 September 2017. He is the Chairman of the Risk and Technical Committee and a member of the Audit Committee and the Remuneration Committee. He was appointed as a member of the Nomination Committee on 18 July 2025. Mr. Wan has over 25 years of experience in the engineering industry. Mr. Wan obtained a Bachelor's Degree in Building Services Engineering (Fire Engineering) and a Master's Degree in Project Management from The Hong Kong Polytechnic University in November 2001 and November 2010 respectively. Mr. Wan is currently a member of the Hong Kong Institution of Engineers.

There is a letter of appointment entered into between the Company and Mr. Wan for a further terms of service with effect from 22 September 2023 and shall continue thereafter subject to a maximum of three years. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wan is entitled to a Director's fee of HK\$120,000 per annum under such appointment, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

GENERAL

Save as disclosed above, none of the above Directors:

- (i) held any other positions in any members of the Group as at the Latest Practicable Date;
- (ii) had any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date;
- (iii) held any other directorships in listed public companies in the three years prior to the Latest Practicable Date; and
- (iv) had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information in relation to the above Directors that needs to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

APPENDIX III PROPOSED AMENDMENTS TO THE CURRENT M&A

The following are the Proposed Amendments to the Third Amended and Restated Memorandum and Articles of Association introduced by the Fourth Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Fourth Amended and Restated Memorandum and Articles of Association. If the serial numbering of the clauses and articles of the Third Amended and Restated Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses and articles of the Third Amended and Restated Memorandum and Articles of Association made in these amendments, the serial numbering of the clauses and articles of the Fourth Amended and Restated Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Unless otherwise specified, all capitalized terms in the Proposed Amendments contained in this Appendix are terms defined in the Third Amended and Restated Memorandum and Articles of Association or the Fourth Amended and Restated Memorandum and Articles of Association (as the case may be) which shall have the corresponding meanings ascribed to them in the Third Amended and Restated Memorandum and Articles of Association or the Fourth Amended and Restated Memorandum and Articles of Association (as the case may be).

Note: The Fourth Amended and Restated Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the <u>Third Amended and Restated Memorandum and Articles of Association</u>) | Remarks |
|---------------|--|---------|
| Cover Page | <p>THIRD FOURTH AMENDED AND RESTATED MEMORANDUM</p> <p>AND</p> <p>ARTICLES</p> <p>OF</p> <p>ASSOCIATION</p> <p><u>OF</u></p> <p>LUMINA GROUP LIMITED 瑩嵐集團有限公司</p> <p>(as adopted by a Special Resolution passed on 26 August 2022 <u>12 September 2025</u>)</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|----------------------------------|---|---------|
| Memorandum of Association | | |
| Heading | <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>FOURTH</u> THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">LUMINA GROUP LIMITED 瑩嵐集團有限公司</p> <p style="text-align: center;">(Company)</p> <p style="text-align: center;">(adopted by a Special Resolution passed on 26 August 2022 12 September 2025)</p> | |
| Articles of Association | | |
| Heading | <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>FOURTH</u> THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">LUMINA GROUP LIMITED 瑩嵐集團有限公司</p> <p style="text-align: center;">(Company)</p> <p style="text-align: center;">(adopted by a Special Resolution passed on 26 August 2022 12 September 2025)</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 1(b) | <p>Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p><u>actionable corporate communication:</u> shall have the meaning given to it in the Listing Rules;</p> <p>address: shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;</p> <p><u>announcement:</u> means 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;</p> <p>appointor: means in relation to an alternate Director, the Director who appointed the alternate to act as his alternate;</p> <p>Articles: means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;</p> <p>Auditors: means the persons appointed by the Company from time to time to perform the duties of auditors of the Company;</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>Board: means the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;</p> <p>Call: shall include any instalment of a call;</p> <p>Clearing House: means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;</p> <p>Close Associate(s): shall have the meaning as defined in the Listing Rules;</p> <p>Companies Act: means the Companies Act, <u>Cap.22</u> (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p>Companies Ordinance: means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time;</p> <p>Company: means <u>Lumina Group Limited 瑩嵐集團有限公司</u> the above named company;</p> <p>Company's website: <u>means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>Corporate Communication: shall have the meaning given to it in the Listing Rules;</p> <p>Debenture and Debenture Holder: means and includes respectively debenture stock and debenture stockholder;</p> <p>Director: means such person or persons as shall be appointed to the Board from time to time;</p> <p>Dividend: means dividends, distributions in specie or in kind, capital distributions and capitalisation issues;</p> <p>electronic: means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act;</p> <p>electronic communication: means a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;</p> <p>electronic means: means and includes sending or otherwise making available to the intended recipients of the communication in electronic format;</p> <p>electronic meeting: means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities;</p> <p>electronic record: has the same meaning as in the Electronic Transactions Act;</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p><u>Electronic Transactions Act:</u> shall mean the <u>Electronic Transactions Act (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted thereof;</u></p> <p>Head Office: means such office of the Company as the Board may from time to time determine to be the principal office of the Company;</p> <p>HK Stock Exchange: means The Stock Exchange of Hong Kong Limited;</p> <p>HK\$ or Hong Kong dollars: means Hong Kong dollars, the lawful currency for the time being of Hong Kong;</p> <p>Holding Company: has the meaning ascribed to it by Section 13 of the Companies Ordinance;</p> <p>Hong Kong: means the Hong Kong Special Administrative Region of the People’s Republic of China;</p> <p><u>hybrid meeting:</u> means a <u>general meeting convened for the (i) physical attendance and participation by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities;</u></p> <p>Listing Rules: shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p><u>Meeting Location(s)</u>: has the meaning given to it by <u>Article 71A(1)</u>;</p> <p>Month: means a calendar month;</p> <p>Newspapers: means at least one English language daily newspaper and at least one Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;</p> <p><u>Notice</u>: <u>means written notice unless otherwise specially stated and as further defined in these Articles</u>;</p> <p><u>notice or document</u>: <u>includes any Corporate Communication and actionable corporate communication</u>;</p> <p>Ordinary Resolution: means a resolution as described in Article 1(e) of these Articles;</p> <p>Paidpaid: means, as it relates to a Share, paid or credited as paid;</p> <p><u>physical meeting</u>: <u>means a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations</u>;</p> <p><u>Principal Meeting Place</u>: <u>has the meaning given to it by Article 65</u>;</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>Register: means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;</p> <p>Registered Office: means the registered office of the Company for the time being as required by the Companies Act;</p> <p>Registration Office: means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;</p> <p>Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p> <p>Relevant Territory: means Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory;</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>Seal: means the common seal of the Company and any one or more facsimile seals from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;</p> <p>Secretary: means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary;</p> <p>Securities Seal: shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words Securities Seal;</p> <p>Share: means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;</p> <p>Shareholder or Member: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;</p> <p>Special Resolution: means a resolution as described in Article 1(d) of these Articles;</p> <p>Subsidiary: has the meaning ascribed to it by Section 15 of the Companies Ordinance;</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>Transfer Office: means the place where the principal register of Shareholders is located for the time being; and</p> <p>Treasury Share(s): means share(s) of the Company <u>that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s).</u></p> | |
| 1(c) | <p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular number shall include the plural number and vice versa;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p> <p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; and</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>(v) <u>references to a document (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 means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u></p> <p>(vi) <u>Section 8 and Section 19 of the Electronic Transactions Act shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;</u></p> <p>(vii) <u>references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>(viii) <u>references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;</u></p> <p>(ix) <u>references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules 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 or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(x) <u>references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u></p> <p>(xi) <u>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</u></p> <p>(xii) <u>where a Shareholder or Member is a corporation, any reference in these Articles to a Shareholder or Member shall, where the context requires, refer to a duly authorized representative of such Shareholder or Member.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 5(a) | <p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either (i) with the consent in writing of the holders of at least three-fourths of the voting rights of the Shares of that class <u>(excluding any shares of that class held as Treasury Shares)</u> present and voting in person (or in the case of any Shareholder being a corporation, by its duly authorised representatives) and/or proxy or (ii) with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class <u>(excluding any shares of that class held as Treasury Shares)</u>. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so<u>except</u> that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class <u>(excluding any shares of that class held as Treasury Shares)</u>, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class <u>(excluding any shares of that class held as Treasury Shares)</u> present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 15 | (a) Subject to the Companies Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and the Securities and Futures Commission of Hong Kong from time to time in force. | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(b) <u>The Board may accept the surrender for no consideration of any fully paid Share.</u></p> <p>(c) <u>Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.</u></p> <p>(b)(d) Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p> <p>(e)(e) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</p> <p>(d)(f) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.</p> <p>(e)(g) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|--------------|
| 15A | <p><u>Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:</u></p> <p>(a) <u>the Board so determines prior to the purchase, redemption or surrender of those shares; and</u></p> <p>(b) <u>the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with.</u></p> | New Article |
| 15B | <p><u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share. Nothing in this Article 15B prevents an allotment of shares as fully paid bonus shares in respect of a Treasury Share and shares allotted as fully paid bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.</u></p> | New Articles |
| 15C | <p><u>The Company shall be entered in the Register as the holder of the Treasury Shares. However:</u></p> <p>(a) <u>the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and</u></p> <p>(b) <u>a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u></p> | New Article |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|-------------|
| 15D | <u>Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.</u> | New Article |
| 15E | <p><u>Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:</u></p> <p>(a) <u>cancel any one or more Treasury Shares; or</u></p> <p>(b) <u>transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u></p> | New Article |
| 19 | <p>Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal. <u>The seal of the Company may only be affixed or imprinted to a certificate for Shares, warrants or debentures or representing any other form of securities of the Company with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 39 | <p>(1) Subject to the Companies Act <u>and these Articles</u>, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.</p> <p>(2) <u>Notwithstanding the provisions of Article 39(1) above, for so long as any Shares are listed on the HK Stock Exchange, titles to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules applicable to such listed Shares. The register of members of the Company in respect of its listed Shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules applicable to such listed Shares.</u></p> | |
| 63 | <p>All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|-------------|
| 63A | <p><u>All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held:(a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, (b) as a hybrid meeting, or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p> | New Article |
| 64 | <p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights (on a one vote per share basis) in the capital of the Company. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board and adding resolutions to the agenda of the meeting for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) <u>may convene a physical meeting at only one location which will be the Principal Meeting Place</u>may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board <u>to convene such meeting</u> shall be reimbursed to the requisitionist(s) by the Company.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 65 | <p>An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company other than an annual general meeting, shall be called by at least 14 days' notice in writing. <u>The Notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business.</u> The notice for every general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all Shareholders of the Company. | |
| 67 | <p>All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p> <ul style="list-style-type: none"> (i) the declaration and sanctioning of Dividends; (ii) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets; (iii) the election of Directors in place of those retiring; (iv) the appointment of Auditors; (v) the fixing of, or the determining of the method of fixing of the remuneration of the Directors and of the Auditors; | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>(vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) <u>of the total number of issued shares of the Company</u> in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and</p> <p>(vii) the granting of any mandate or authority to the Board to repurchase securities of the Company <u>representing not more than 10 per cent (or such other percentage as may from time to time be specified in the Listing Rules) of the total number of issued shares of the Company.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 69 | <p>If within 15 minutes (<u>or such longer time not exceeding one hour as the chairman of the meeting may determine to wait</u>) from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week (<u>or if that day be a public holiday in Hong Kong, to the next business day thereafter</u>) and at such time and <u>where applicable, such place(s) and in such form and manner referred to in Article 63A as the chairman of the meeting (or in default, the Board) may absolutely determine.</u> as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes (<u>or such longer time not exceeding one hour as the chairman of the meeting may determine to wait</u>) from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 70 | <p>(1) <u>Subject to Article 70(2), t</u>The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or vice chairman, or, if at any general meeting neither of such chairman or vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.</p> <p>(2) <u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 70(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|-------------|
| 71 | <p><u>Subject to Article 71A, t</u>The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' nNotice, specifying the details set out in Article 65 place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such nNotice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no nNotice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such nNotice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p> | |
| 71A | <p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> | New Article |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>(2) <u>All general meetings are subject to the following:</u></p> <p>(a) <u>where a Member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(c) <u>where Members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where Members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p> <p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(3) <u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such Member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(4) <u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(5) <u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(6) <u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, undesirable, unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place(s) and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the Notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place(s) and/or the electronic facilities and/or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the Members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(a) <u>when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a Notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a Notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original Notice of the meeting or included in the Notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and</u></p> <p>(b) <u>Notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>(7) <u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A(4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p> <p>(8) <u>Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 72 | <p>At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that <u>in the case of a physical meeting</u> the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u> Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:</p> <p>(a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p> <p>(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.</p> <p><u>A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Shareholder.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|-------------|
| 79B | <u>All Members (including a Member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u> | New Article |
| 81 | Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such <u>joint holding Share</u> shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder, and several trustees in bankruptcy or liquidators of a Shareholder in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof. | |
| 82 | A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a poll or on a show of hands, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, <u>or adjourned meeting or postponed meeting (as the case may be)</u> be delivered. | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 84 | No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive. | |
| 87 | The instrument appointing a proxy shall be in <u>such forms as the Board may determine and in the absence of such determination, shall be in writing</u> under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or <u>signed by</u> under the hand of an officer or attorney duly authorised <u>to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</u> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 88 | <p>(1) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and Notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the Notice Notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified,</u> not less than 48 hours before the time for holding the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting <u>or postponed meeting</u> where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 89 | <p>Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that it shall not preclude the use of the two-way form. Any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business. <u>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.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 91 | <p>A vote given in accordance with the terms of an instrument of proxy or by the duly authorized representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, <u>or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified,</u> at least two hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.</p> | |
| 92(b) | <p>Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorize such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders or at any creditors' meeting 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. A person so authorised pursuant to 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)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote and the right to speak <u>and, where a show of hands is allowed, the right to vote individually on a show of hands.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 96 | The number of Directors shall not be less than two (2). <u>There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting.</u> The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies Act. | |
| 98(a) | An alternate Director shall (subject to his giving to the Company an address (<u>including an electronic address</u>), telephone and facsimile number within the territory of the Head Office for the time being for the giving of notices on him and except when absent from the territory in which the Head Office is for the time being situate) be entitled (in addition to his appointor) to receive and (in lieu of his appointor) to waive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the territory in which the Head Office is for the time being situate or otherwise not available or unable to act, his signature to any resolution in writing of the Directors or any such committee shall be as effective as the signature of his appointor. His attestation of the affixing of the Seal shall be as effective as the signature and attestation of his appointor. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles. | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 98(c) | A certificate by a Director (including for the purpose of this paragraph (c) an alternate Director) or the Secretary that a Director (who may be the one signing the certificate) was at the time of a resolution of the Directors or any committee thereof absent from the territory of the Head Office or otherwise not available or unable to act or has not supplied an address (including an electronic address), telephone and facsimile number within the territory of the Head Office for the purposes of giving of notice to him shall in favour of all persons without express notice to the contrary, be conclusive of the matter so certified. | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 107(d) | <p>A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his Close Associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but <u>subject to the requirements of the Companies Act or the Listing Rules</u>, this prohibition shall not apply to any of the following matters namely:</p> <p>(i) the giving of any security or indemnity either:</p> <p>(A) to the Director or his Close Associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(B) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his Close Associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p> <p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his Close Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| | <p>(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(A) the adoption, modification or operation of any employees' share scheme or any share incentive or share option</p> <p>(B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his Close Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Close Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(iv) any contract or arrangement in which the Director or his Close Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 133 | <p>The Board may meet together for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Board or any committee of the Board may 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.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 134 | <p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or <u>by electronic 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 or</u> by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address <u>(including an electronic address)</u> from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that nNotices of Board meetings shall during his absence be sent in writing to him <u>or by electronic 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 or</u> at his last known address <u>or electronic address (as the case may be)</u>, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 142(b) | <p>Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address <u>or electronic address (as the case may be)</u> or contact telephone or facsimile number, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their respective alternates) for the time being entitled to receive notices of meetings of the Board at their respective last known address <u>or electronic address (as the case may be)</u>, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 143 | <p>(a) The Board shall cause minutes to be made of:</p> <p>(i) all appointments of officers made by it;</p> <p>(ii) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Article 137; and</p> <p>(iii) all resolutions and proceedings at all <u>general meetings</u> of the Company and <u>meeting of any class of Members</u> and of the Board and of <u>such committees of Directors</u>.</p> <p>(b) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting. <u>Any such minutes if purported to be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting, shall be sufficient evidence of the proceedings thereat without any further proof of the facts therein stated until the contrary is proved.</u></p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 147(b) | Every instrument to which a Seal shall be affixed shall be signed autographically <u>(i)</u> by one Director and the Secretary, or <u>(ii)</u> by two Directors, or <u>(iii)</u> by any person or persons (including a Director and/or the Secretary) appointed by the Board for the purpose, provided that as regards any certificates for Shares or Debentures or other securities of the Company, the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic or may be printed thereon as specified in such resolution or that such certificates need not be signed by any person. | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 167 | <p>Unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby. <u>For the avoidance of doubt, any dividend, 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> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|-------------|
| 169A | <p data-bbox="475 412 1118 519"><u>Subject to the Listing Rules, notwithstanding any other provision of these Articles, the Company or the Directors may fix any date as the record date for:</u></p> <p data-bbox="475 561 1118 668">(a) <u>determining the Members entitled to receive any dividend, distribution, allotment or issue; and</u></p> <p data-bbox="475 710 1118 817">(b) <u>determining the Members entitled to receive Notice of and to vote at any general meeting of the Company.</u></p> | New Article |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 175(b) | <p>Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the <u>annual general meeting</u> be delivered or sent <u>in accordance with Article 180(b)</u> by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 180(a) | <p><u>SERVICE OF NOTICES AND OTHER DOCUMENTS</u></p> <p>Except where otherwise expressly stated, any nNotice or document to be <u>sent or supplied</u> given to or by any person pursuant to these Articles by the Company shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p> | |
| 180(b) | <p>Except where otherwise expressly stated, any nNotice or document to be given to or by any person pursuant to these Articles)<u>sent or supplied</u> (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a nNotice or document may be served or delivered by the Company to any Shareholder by electronic means to such <u>electronic</u> address as may from time to time be <u>supplied</u>authorised by the Shareholder concerned or by publishing it on <u>the Company's</u> website and <u>the website of the HK Stock Exchange</u>notifying the Shareholder concerned that it has been so published.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 180(c) | Any such ñ Notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document. | |
| 181(a) | Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the Shareholder is outside the Relevant Territory, notice, <u>(i) if given through the post, shall be sent by prepaid airmail letter where available; or (ii) if served by electronic means, shall be sent in accordance with Article 180(b).</u> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 181(b) | <p>Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address <u>or, in case of electronic communications, fails to supply his electronic address or a correct electronic address,</u> to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he <u>may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and the website of the HK Stock Exchange and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document. Any notice or document</u> served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, <u>or, in case of electronic communications, no electronic address or an incorrect or a non-functional electronic address,</u> provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 181(c) | If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address <u>or by electronic means to his electronic address</u> but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address <u>or a new electronic address</u> for the service of notices on him. | |
| 181(d) | <u>Notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.</u> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third Amended and Restated Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 181(e) | <p><u>Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.</u></p> | |
| 182 | <p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or <u>made available on the Company's website and the website of the HK Stock Exchange</u> shall be deemed to have been served or delivered on the <u>first</u> day it was so published.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| 183 | <p>A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it <u>in any manner permitted by these Articles</u> through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic or postal</u> address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.</p> | |
| 185 | <p>Any notice or document delivered or sent by post to, <u>or by electronic communications,</u> or left at the registered address of any Shareholder in pursuance of these Articles, <u>or by publishing on the Company's website and the website of the HK Stock Exchange,</u> shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|--|---------|
| 192 | The Company may exercise the power to cease sending cheques for Dividend entitlements or Dividend warrants by post <u>or by electronic means</u> if such cheques or warrants remain uncashed on two consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered. | |
| 196 | <p>The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies Act:</p> <p>(a) The Company may by Ordinary Resolution convert any fully paid Shares into stock, and may from time to time by like resolution reconvert any stock into fully paid Shares of any denomination.</p> <p>(b) The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the Shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Board may from time to time, if it thinks fit, fix the minimum amount of stock transferable and restrict or prohibit the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the Shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.</p> | |

| Provision No. | Provisions in the Fourth Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Third <u>Amended and Restated</u> Memorandum and Articles of Association) | Remarks |
|---------------|---|---------|
| | <p>(c) The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards Dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the Shares from which the stock arose, but no such rights, privileges or advantages (except participation in the Dividends and profits and in the assets on winding up of the Company) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred such rights, privileges or advantages.</p> <p>(d) Such of the provisions of these Articles as are applicable to fully paid Shares shall apply to stock, and the words "Share" and "Shareholder" herein shall include "stock" and "stockholder" and "mMember".</p> | |

NOTICE OF THE 2025 ANNUAL GENERAL MEETING



LUMINA GROUP LIMITED

瑩嵐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1162)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (“**2025 AGM**”) of Lumina Group Limited (“**Company**”) will be held at Suite 901-903 & 907-910, 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Friday, 12 September 2025 at 2:30 p.m. (or an adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the Directors and the Auditor of the Company for the year ended 31 March 2025;
2. To consider and approve, each as a separate resolution if thought fit, the following resolutions:
 - (a) To re-elect Mr. Fok Hau Fai as an Executive Director of the Company;
 - (b) To re-elect Mr. Sung Sing Yan as an Executive Director of the Company;
 - (c) To re-elect Ms. Wei Ju as an Executive Director of the Company;
 - (d) To re-elect Mr. Hung Kin Sang as an Independent Non-executive Director of the Company;
 - (e) To re-elect Mr. Lee Yin Sing as an Independent Non-executive Director of the Company;
 - (f) To re-elect Mr. Wan Chun Kwan as an Independent Non-executive Director of the Company;
 - (g) To authorise the Board of Directors to fix the remuneration of Directors;
3. To re-appoint Moore CPA Limited as the Auditor of the Company and to authorise the Board of Directors to fix its remuneration;

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

4. 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 4(c) below, and pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or otherwise deal with (include any sale and transfer of treasury shares out of treasury) additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph 4(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 4(a) above, otherwise than by way of:
 - (i) a Rights Issue (as defined in paragraph 4(d) below); or
 - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:
- (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- I. the conclusion of the next annual general meeting of the Company;
 - II. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; or
 - III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.
- (ii) “**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

5. 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 5(b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, or any other stock exchange as amended from time to time, all applicable laws and the Companies Act of the Cayman Islands in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph 5(a) above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as defined in paragraph 4(d)(i) above.”
6. To consider and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“THAT conditional upon resolutions nos. 4 and 5 set out herein being passed, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with additional shares pursuant to resolution no. 4 set out herein be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of shares repurchased by the Company under the authority granted pursuant to resolution no. 5 set out herein, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

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

SPECIAL RESOLUTION

“**THAT** the fourth amended and restated memorandum and articles of association of the Company (the “**Fourth Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting marked “A” for identification purpose and signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current Third Amended and Restated Memorandum and Articles of Association of the Company with immediate effect upon the approval by the shareholders of the Company at this meeting and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the Fourth Amended and Restated Memorandum and Articles of Association and that the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands as is necessary in connection with this resolution.”

By order of the Board
Lumina Group Limited
Fok Hau Fai
Chairman and Chief Executive Officer

Hong Kong, 31 July 2025

As at the date of this notice, the Board comprises (i) three Executive Directors, namely Mr. Fok Hau Fai, Mr. Sung Sing Yan and Ms. Wei Ju; and (ii) three Independent Non-executive Directors, namely Mr. Hung Kin Sang, Mr. Lee Yin Sing and Mr. Wan Chun Kwan.

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all the resolutions are to be voted by poll at the 2025 AGM.
2. A member entitled to attend, speak and vote at the 2025 AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be valid, the proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at Tricor Investor Services Limited, the Company’s share registrar in Hong Kong, at 17/E, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding of the 2025 AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the 2025 AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

5. In case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2025 AGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
6. The record date for determining the eligibility of Shareholders to attend, speak and vote at the 2025 AGM is Friday, 12 September 2025. For determining the entitlement to attend, speak and vote at the 2025 AGM, the register of members of the Company will be closed from Monday, 8 September 2025 to Friday, 12 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the 2025 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 5 September 2025.
7. An explanatory statement of the Repurchase Mandate containing further details regarding resolution no.5 above is set out in Appendix I to the circular of the Company dated 31 July 2025.
8. Biographical details of the Directors proposed to be re-elected at the 2025 AGM are set out in Appendix II to the circular of the Company dated 31 July 2025.
9. Proposed amendments to the Third Amended and Restated Memorandum and Articles of Association are set out in Appendix III to the circular of the Company dated 31 July 2025.
10. If Typhoon Signal/tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning is in effect at any time after 12:00 noon on Friday, 12 September 2025, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be posted on the websites of the Company at www.lumina.com.hk and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting will be held as scheduled even when Typhoon Signal/tropical cyclone warning signal no.3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.