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

长虹佳华
CHANGHONGIT
Changhong Jiahua Holdings Limited
長虹佳華控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 3991)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
(2) RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF THE AUDITOR
(4) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
AND PROPOSED ADOPTION OF THE NEW BYE-LAWS
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held physically at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 26 June 2026, at 10:30 a.m. (Hong Kong time) is set out on pages 35 to 39 of this circular. The purpose of this circular is to provide Shareholders with details of the matters to be dealt with at the Annual General Meeting.

A form of proxy for the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.changhongit.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding of the Annual General Meeting. The completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at this meeting.

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held physically at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 26 June 2026, at 10:30 a.m. (Hong Kong time) in relation to the Company’s financial year ended 31 December 2025
“Annual Report 2025”	the annual report of the Company for the financial year ended 31 December 2025
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Company”	Changhong Jiahua Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3991)
“Directors”	the directors of the Company
“Existing Bye-laws”	the second amended and restated bye-laws of the Company adopted at the annual general meeting held on 24 May 2024
“General Mandates”	New Issue Mandate and New Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 April 2026, being the latest practicable date for ascertaining certain information in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the third amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted at the Annual General Meeting in substitution for, and to the exclusion of, the Existing Bye-laws

DEFINITIONS

“New Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with new Shares and/or to sell or transfer treasury shares of the Company not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution approving such mandate, and by an additional number of Shares bought back by the Company pursuant to the New Repurchase Mandate, if any
“New Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares up to a maximum of 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution approving such mandate
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Bye-laws, the details of which are set forth in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.025 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

长虹佳华
CHANGHONGIT

Changhong Jiahua Holdings Limited

長虹佳華控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3991)

Executive Directors:

Mr. Zhu Jianqiu (*Chairman and President*)

Mr. Zhao Qilin

Ms. Mao Haiyun

Mr. Ma Ban

Ms. Su Huiqing

Mr. Zhou Jiachao

Independent Non-Executive Directors:

Mr. Jonathan Chan Ming Sun

Mr. Gao Xudong

Mr. Meng Qianbin

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head office and principal

place of business:

Unit 1412, 14/F

West Tower, Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

30 April 2026

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
- (2) RE-ELECTION OF DIRECTORS**
- (3) RE-APPOINTMENT OF THE AUDITOR**
- (4) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
AND PROPOSED ADOPTION OF THE NEW BYE-LAWS**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting to be held at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 26 June 2026, at 10:30 a.m. (Hong Kong time) relating to, among other things, (i) the granting of the General Mandates; (ii) the re-election of the Directors; (iii) the re-appointment of auditor; and (iv) the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws. The notice of the Annual General Meeting containing the proposed resolutions and other information is set out on pages 35 to 39 of this circular.

LETTER FROM THE BOARD

2. NEW ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares and/or to sell or transfer treasury shares of the Company not exceeding 20% of the total number of Shares in issue (excluding treasury shares) on the date of passing of such resolution (or 290,930,400 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 1,454,652,000 Shares; and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting). As of the Latest Practicable Date, the Company did not have any treasury shares. In addition, conditional upon the proposed resolution to authorise the New Repurchase Mandate and the New Issue Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares and/or to sell or transfer treasury shares of the Company up to an amount equal to the total number of Shares repurchased by the Company pursuant to the New Repurchase Mandate in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

3. NEW REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to repurchase issued Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares) on the date of passing of such resolution (or 145,465,200 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 1,454,652,000 Shares; and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting).

The General Mandates will remain in effect until whichever is the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Company may not purchase Shares on the Stock Exchange if such purchase would result in the number of Shares which are in the hands of the public falling below applicable prescribed minimum threshold.

With reference to the General Mandates, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto. In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the New Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. RE-ELECTION OF THE DIRECTORS

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting).

In accordance with bye-law 84 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Mr. Zhu Jianqiu, Ms. Su Huiqing and Mr. Gao Xudong shall retire and be eligible to offer themselves for re-election as Directors at the Annual General Meeting.

Brief biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The retiring independent non-executive Director, Mr. Gao Xudong, has given an annual confirmation of his independence. The Nomination Committee and the Board assessed and reviewed the independence of Mr. Gao Xudong. The Nomination Committee and the Board are of the view that Mr. Gao Xudong has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

The Nomination Committee has also reviewed and considered the experience, skills and knowledge of Mr. Gao Xudong, and recommended to the Board that the re-election of Mr. Gao Xudong as an independent non-executive Director be proposed for Shareholders' approval at the Annual General Meeting.

In view of Mr. Gao Xudong's professional qualification and experience, the Board believes that Mr. Gao Xudong will continue to provide independent and constructive opinions and bring valuable contribution to the Board. Therefore, the Board considers that the re-election of Mr. Gao Xudong as an independent non-executive Director is beneficial to the Company and its Shareholders as a whole.

The biography of Mr. Gao Xudong set out in Appendix II to this circular indicates how Mr. Gao Xudong contributes to the diversity of the Board and the perspectives, skills and experience that Mr. Gao Xudong can bring to the Board.

5. RE-APPOINTMENT OF THE AUDITOR

In accordance with the Bye-laws, SHINEWING (HK) CPA Limited will retire as the auditor of the Company at the Annual General Meeting and has indicated its willingness to be re-appointed as the auditor of the Company for the year following the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the Annual General Meeting to approve the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

The preliminary estimated audit fee for the audit services in respect of the financial year ending 31 December 2026 is approximately RMB1,600,000. The estimated audit fee was determined after taking into account factors including the complexity and scale of the Group's business operations, the expected scope of the audit work, the audit timetable and the level of resources required for the audit engagement.

The estimated audit fee is based on the information currently available as at the Latest Practicable Date. The final audit fee may be adjusted if there is a material change in the basis or assumptions upon which the estimated audit fee was determined, including any material change in the scope of the audit work or other relevant circumstances arising in the course of the audit. Save for such material changes, the final audit fee is not expected to differ materially from the estimated audit fee disclosed above.

6. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND PROPOSED ADOPTION OF THE NEW BYE-LAWS

Reference is made to the announcement of the Company dated 29 April 2026 in relation to the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws.

The Proposed Amendments are made for the purposes of (i) bringing the Bye-laws in line with the latest regulatory requirements in relation to hybrid meetings and electronic voting, and the electronic dissemination of corporate communications by listed issuers; (ii) optimizing the articles regarding treasury shares; and (iii) making consequential and other housekeeping amendments. The details of the Proposed Amendments are set forth in Appendix III to this circular. The Board also proposed to adopt the New Bye-laws incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Bye-laws.

The Board is of the view that the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws are in the interests of the Company and the Shareholders as a whole.

The legal advisor to the Company as to Hong Kong laws has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisor to the Company as to Bermuda laws has confirmed that the Proposed Amendments do not contravene or violate Bermuda laws. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The New Bye-laws (incorporating and consolidating all the Proposed Amendments) will take immediate effect upon the passing of the relevant special resolution at the Annual General Meeting.

LETTER FROM THE BOARD

The Chinese version of the Bye-laws is an unofficial translation of the English version. In the event of any inconsistency, the English version shall prevail.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the Annual General Meeting to be held at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 26 June 2026, at 10:30 a.m. (Hong Kong time) is set out on pages 35 to 39 of this circular.

At the Annual General Meeting, resolutions relating to, inter alia, the audited consolidated financial statements of the Company for the year ended 31 December 2025, the re-appointment of auditors, granting of the General Mandates, the re-election of the retiring Directors and the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws will be proposed for your consideration and approval.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the Annual General Meeting. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting in person if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at this meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by way of poll except where the chairman of the meeting, 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. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll, and the Company will announce the results of the poll in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Board is of the opinion that the granting of the General Mandates, the re-election of the retiring Directors, the re-appointment of the auditor, the Proposed Amendments to the Existing Bye-laws and proposed adoption of the New Bye-laws and all other resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company, the Group and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

10. RESPONSIBILITY STATEMENT

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

By order of the Board
Changhong Jiahua Holdings Limited
Zhu Jianqiu
Chairman and Executive Director

The following is an explanatory statement regard to be sent to the Shareholders under the Listing Rules in connection with the New Repurchase Mandate.

SHARES IN ISSUE

As at the Latest Practicable Date, the Company had a total of 1,454,652,000 Shares of HK\$0.025 each in issue and the Company did not have any treasury shares.

Subject to the passing of ordinary resolution No. 5 and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the New Repurchase Mandate to repurchase a maximum of 145,465,200 Shares, equivalent to 10% of the total number of Shares in issue (excluding treasury shares) as at the passing of the relevant resolutions at the Annual General Meeting.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. When exercising the New Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda. Share repurchase will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

Any repurchase will only be made out of funds of the Company legally available for the purposes in accordance with its Bye-laws and the applicable laws of Bermuda. The Company will not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts) in the event that the New Repurchase Mandate is exercised in full. The Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months from April 2025 to April 2026 were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2025	0.800	0.640
May 2025	0.940	0.760
June 2025	0.920	0.770
July 2025	0.910	0.830
August 2025	1.010	0.880
September 2025*	1.150	0.800
October 2025	1.140	1.100
November 2025	1.140	1.120
December 2025	1.140	1.100
January 2026	1.160	1.100
February 2026	1.160	1.140
March 2026	1.150	1.120
April 2026 (up to the Latest Practicable Date)	1.130	0.960

* The trading of Shares was suspended from 12 September 2025 to 22 September 2025.

DIRECTORS' UNDERTAKING

The Directors will exercise the powers of the Company to make repurchase of Shares pursuant to the New Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

WHO MAY SELL SHARES IN THE EVENT THAT THE NEW REPURCHASE MANDATE IS EXERCISED

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their close associates, have any present intention to sell any Shares to the Company under the New Repurchase Mandate if such is approved by the Shareholders.

No core connected persons of the Company have notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the New Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE CONSEQUENCES

As at the Latest Practicable Date, so far as is known to the Directors, the following persons were substantial Shareholders (as defined under the Listing Rules):

Name	Number of Shares	Nature of Interest	Percentage to total Issued Shares
Sichuan Changhong Electric Co., Limited (“ Sichuan Changhong ”)	874,650,000 <i>(Note 1)</i>	Interest of controlled company	60.13%
Changhong (Hong Kong) Trading Limited (“ Changhong Hong Kong ”)	874,650,000 <i>(Note 2)</i>	Interest of controlled company and beneficial owner	60.13%
Fit Generation Holding Limited (“ Fit Generation ”)	858,650,000 <i>(Note 3)</i>	Beneficial owner	59.03%

Note 1: Among the 874,650,000 Shares interest held by Sichuan Changhong, 16,000,000 Shares were held through its wholly-owned subsidiary, Changhong Hong Kong, and 858,650,000 Shares were held through Fit Generation, which is wholly-owned by Changhong Hong Kong. Sichuan Changhong is therefore deemed to be interested in the Shares held by Changhong Hong Kong and Fit Generation for the purpose of the SFO. Sichuan Changhong Holding is the single largest shareholder of Sichuan Changhong, which held approximately 23.22% of the entire issued share capital of Sichuan Changhong and has de facto control over the composition of the majority of the board of Sichuan Changhong.

Note 2: Among the 874,650,000 Shares interest held by Changhong Hong Kong, 16,000,000 Shares were held directly and 858,650,000 Shares were held through Fit Generation. As Fit Generation is wholly-owned by Changhong Hong Kong, Changhong Hong Kong is deemed to be interested in the Shares held by Fit Generation for the purpose of the SFO.

Note 3: Fit Generation is wholly-owned by Changhong Hong Kong, which is in turn wholly-owned by Sichuan Changhong.

If the New Repurchase Mandate were exercised in full, assuming that the substantial Shareholders do not dispose of their Shares, the percentage shareholding of the substantial Shareholders before and after such repurchase would be as follows:

Substantial Shareholders	No. of Shares	Percentage to total issued Shares before repurchase	Percentage to total issued Shares after repurchase
Sichuan Changhong	874,650,000	60.13%	66.81%
Changhong Hong Kong	874,650,000	60.13%	66.81%
Fit Generation	858,650,000	59.03%	65.59%

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of any such increase. To the best knowledge and belief of the Directors, the above increase in the percentage shareholding of the substantial shareholders would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Company and the Directors have no current intention to exercise the New Repurchase Mandate, to such extent as would give rise to this obligation.

The Listing Rules prohibit a company from repurchasing its own shares on the Stock Exchange if the repurchase would result in the number of listed shares which are in the hands of the public falling below the applicable prescribed minimum threshold under the Listing Rules. The Directors do not propose to repurchase Shares which would result in less than the applicable prescribed minimum threshold of Shares in public hands.

Save as aforesaid in this circular, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares made under the New Repurchase Mandate.

The Company confirms that neither this explanatory statement nor the proposed repurchase of Shares has any unusual features.

SHARES REPURCHASES BY THE COMPANY

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

The following are the particulars of the retiring Directors to be re-elected at the Annual General Meeting:

EXECUTIVE DIRECTORS

Mr. ZHU Jianqiu (祝劍秋) (“**Mr. Zhu**”), aged 63, joined Changhong Jiahua Holdings Limited (the “**Company**”, and collectively with its subsidiaries, the “**Group**”) as an executive Director and the president of the Company in April 2013, and was further appointed as the chairman of the Board in April 2021. Mr. Zhu is responsible for strategic development and the overall operation management of the Group. Mr. Zhu is also the chairman of each of the following subsidiaries of the Company, namely Sichuan Changhong IT Information Products Company Limited (“**Changhong IT**”), PT. Changhong Jiahua Information Technology Indonesia (“**Changhong Jiahua Indonesia**”), Changhong Jiahua Information Technology Philippines Inc. (“**Changhong Jiahua Philippines**”) and Changhong Jiahua Information Technology Singapore Pte. Ltd. (“**Changhong Jiahua Singapore**”), the executive director of Sichuan Changhong IT Digital Technology Co., Ltd. (“**Changhong IT Digital**”), Beijing Jiacun Intelligent Cloud Technology Co., Ltd. (“**Jiacun Intelligent Cloud**”, formerly known as Beijing Changhong IT Intelligence System Co., Ltd.), Changhong IT (Hong Kong) Information Products Co., Ltd. (“**Changhong IT Information**”), Sichuan Changhong IT Duolayouhuo ECommerce Co., Ltd. (“**Duolayouhuo**”), Sichuan Changhong Information Service Co., Ltd. (“**Changhong Information Service**”), Beijing Changhong IT Information Technology Co., Ltd. (“**Changhong IT Information Technology**”), Sichuan Changhong Cloud Computing Company Limited* (四川長虹雲計算有限公司, “**OPCO**”), Beijing Changhong Information Technology Co., Ltd. (“**Changhong Information Technology**”, formerly known as Sichuan Changhong Cloud Service Co., Ltd.) and Changhong (Hong Kong) Enterprises Limited (“**Changhong (Hong Kong)**”), and the director of Sufficient Value Group Limited (“**Sufficient Value**”) and Wide Miracle Limited (“**Wide Miracle**”). He obtained a Doctoral Degree in Economics from Renmin University in 2007 and a Bachelor Degree from Northeast University in the PRC in 1984 and has more than 28 years of experience in information technology (“**IT**”) industry management.

There is a service contract entered into between Mr. Zhu and the Company which is renewable automatically per annum. The appointment of Mr. Zhu is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws.

Pursuant to his service contract, Mr. Zhu is entitled to a director’s emolument of HK\$60,000 per annum, which is determined by the remuneration committee of the Company with reference to Mr. Zhu’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks. Mr. Zhu currently waives his emolument on his own accord.

Save as disclosed above, Mr. Zhu has no relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company (within the meaning of Listing Rules). As at the Latest Practicable Date, Mr. Zhu is interested in 115,165,762 ordinary shares of the Company. Save as disclosed above, Mr. Zhu did not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Zhu did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date, and did not hold and any other major appointments and professional qualifications.

Save as disclosed above, in relation to re-election of Mr. Zhu, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

Ms. SU Huiqing (蘇惠清) (“**Ms. Su**”), aged 56, joined the Company as a vice president of the Company in April 2013, and was further appointed as an executive director in March 2023. Ms. Su is responsible for the management of human resources, operation and administration of the Group. She is also a director of Changhong Jiahua Philippines. Ms. Su is also the executive vice president of each of the following subsidiaries of the Company, namely Changhong IT, Changhong IT Digital, Jiacun Intelligent Cloud, Changhong IT Information, Duolayouhuo, OPCO, Changhong Information Service and Changhong IT Information Technology. She holds a Bachelor’s Degree in Automation from Shanghai Jiaotong University and has more than 33 years of experience in business development in the IT industry.

There is a service contract entered into between Ms. Su and the Company which is renewable automatically per annum. The appointment of Ms. Su is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws.

Pursuant to her service contract, Ms. Su is entitled to a director’s emolument of HK\$60,000 per annum, which is determined by the remuneration committee of the Company with reference to Ms. Su’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks. Ms. Su currently waives her emolument on his own accord.

Save as disclosed above, Ms. Su has no relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company (within the meaning of Listing Rules). As at the Latest Practicable Date, Ms. Su is interested in 34,589,636 ordinary shares of the Company. Save as disclosed above, Ms. Su did not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, Ms. Su did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date, and did not hold and any other major appointments and professional qualifications.

Save as disclosed above, in relation to re-election of Ms. Su, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. GAO Xudong (高旭東) (“**Mr. Gao**”), aged 60, joined the Company as an independent non-executive Director in May 2019. Mr. Gao was appointed as the member of each of the audit committee and nomination committee of the Company. Mr. Gao obtained a bachelor’s degree in engineering from Harbin Institute of Technology in 1988, a master’s degree in economics from Renmin University of China in 1991, and a doctor’s degree in management from Sloan School of Management in Massachusetts Institute of Technology in 2003. Mr. Gao is a vice director of Research Center for Technological Innovation, Tsinghua University, a professor at Schwarzman Scholars, Tsinghua University and a professor at School of Economics and Management, Tsinghua University. He has been a member of the Expert Committee for Telecommunication Economy of the Ministry of Industry and Information Technology since January 2010. He is also acting as a director of Gridsum Holding (Beijing) Co., Ltd, (the “**Gridsum Holding**”) and an independent director of Huadian New Energy Group Company Limited. He has been an independent director of Gridsum Holding Inc. (a company that is a subsidiary of Gridsum Holding, was listed on NASDAQ and was delisted on 5 April 2021, original stock code: GSUM) from 2006 to 24 March 2021. He has over 35 years of experience in economics and corporate governance research.

Mr. Gao has entered into a service contract with the Company with no fixed term which is terminable by either party giving not less than one month’s written notice or payment in lieu. Pursuant to his service contract, Mr. Gao is entitled to a director’s emolument of HK\$180,000 per annum as determined by the remuneration committee of the Company with reference to Mr. Gao’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Pursuant to his service contract, Mr. Gao has no relationship with any directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of Listing Rules). As at the Latest Practicable Date, Mr. Gao does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Mr. Gao has confirmed (i) his independence with reference to the factors set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

Save as disclosed above, Mr. Gao did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date, and did not hold and any other major appointments and professional qualifications.

Save as disclosed above, in relation to re-election of Mr. Gao, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

The following table sets out the proposed amendments to the Existing Bye-laws (i.e. the second amended and restated bye-laws of the Company adopted at the annual general meeting held on 24 May 2024):

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
1.	In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.	In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.	In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.
	WORD MEANING	WORD MEANING	WORD MEANING
	N/A N/A	<u>“address”</u> <u>for the purposes of these Bye-laws, “address” includes an electronic address unless the Act or the rules of the Designated Stock Exchange require a postal address.</u>	“address” for the purposes of these Bye-laws, “address” includes an electronic address unless the Act or the rules of the Designated Stock Exchange require a postal address.
	N/A N/A	<u>“HKSCC”</u> <u>the Hong Kong Securities Clearing Company Limited.</u>	“HKSCC” the Hong Kong Securities Clearing Company Limited.

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
	<p>“Notice” written notice unless otherwise specifically stated and as further defined in these Bye-laws.</p>	<p>“Notice” written notice unless otherwise specifically stated as further defined in these Bye-laws <u>and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Bye-laws or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</u></p>	<p>“Notice” written notice unless otherwise specifically stated in these Bye-laws and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Bye-laws or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</p>
	N/A N/A	<p><u>“treasury shares”</u> Shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Bye-laws, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the Hong Kong Stock Exchange</p>	<p>“treasury shares” Shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Bye-laws, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the Hong Kong Stock Exchange</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
2.	<p>In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:</p> <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member's election comply with all applicable Statutes, rules and regulations;</p>	<p>In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:</p> <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form and, including where the representation takes the form of <u>electronic writing or display (such as digital documents or electronic communications)</u>, provided that both the mode of service of the relevant document or nNotice and the Member's election comply with all applicable Statutes, rules and regulations;</p> <p><u>(l) references to the right of a Member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u></p>	<p>In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:</p> <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the Member's election comply with all applicable Statutes, rules and regulations;</p> <p>(l) references to the right of a Member to speak at a general 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;</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
	<p>(l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to 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; and</p> <p>(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;</p>	<p><u>(m)</u> references to a document <u>(including but without limitation, a resolution in writing)</u> being <u>signed or</u> executed include references to it being <u>signed or</u> executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p><u>(n) reference to a meeting: (a) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64, and (b) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;and</u></p> <p><u>(o)</u> to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;</p>	<p>(m) 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 any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p>(n) reference to a meeting: (a) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64, and (b) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</p> <p>(o) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
		<p><u>(p) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;</u></p> <p><u>(q) any reference to the term “place” within these Bye-laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and</u></p> <p><u>(r) all voting rights referred to in these Bye-laws shall exclude the voting rights attached to treasury shares.</u></p>	<p>(p) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;</p> <p>(q) any reference to the term “place” within these Bye-laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and</p> <p>(r) all voting rights referred to in these Bye-laws shall exclude the voting rights attached to treasury shares.</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
3.(2)	Subject to the Act, the company's memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.	Subject to the Act, the company's <u>Company's</u> memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company <u>shall have the power</u> to purchase or otherwise acquire its own shares <u>(including its redeemable shares) for cancellation or to be held as treasury shares, and such power</u> shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. <u>Furthermore, the holding of treasury shares by the Company shall at all times comply with any restrictions or requirements imposed by the Listing Rules and/or the rules of any competent regulatory authority.</u>	Subject to the Act, the Company's memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, and such power shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. Furthermore, the holding of treasury shares by the Company shall at all times comply with any restrictions or requirements imposed by the Listing Rules and/or the rules of any competent regulatory authority.
10.(a)	the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and	the necessary quorum (other than including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class <u>(excluding treasury shares); and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum;</u> and	the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class (excluding treasury shares); and

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
56.	<p>Subject to the Act, an annual general meeting of the Company shall be held for each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>	<p>Subject to the Act, an annual general meeting of the Company shall be held for each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. <u>A meeting of Members or any class thereof may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means, using such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the procedures for convening and conducting a general meeting set out in these Bye-laws shall apply, mutatis mutandis, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all Members.</u></p>	<p>Subject to the Act, an annual general meeting of the Company shall be held for each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means, using such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the procedures for convening and conducting a general meeting set out in these Bye-laws shall apply, mutatis mutandis, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all Members.</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
58.	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis in the share capital of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company <u>(excluding treasury shares)</u> carrying the right of voting at general meetings of the Company, on a one vote per share basis in the share capital of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis in the share capital of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
59(2)	<p>The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>	<p>The Notice shall specify the time and place of the meeting, <u>the physical location (if applicable), and in the case of a hybrid or electronic meeting, the electronic platform or means by which Members may attend and participate.</u> It shall also include and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. <u>For hybrid or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.</u></p>	<p>The Notice shall specify the time of the meeting, the physical location (if applicable), and in the case of a hybrid or electronic meeting, the electronic platform or means by which Members may attend and participate. It shall also include particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. For hybrid or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
64.	<p>The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p><u>Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, (The chairman may; (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place, as the meeting shall determine</u> but no business shall be transacted at any adjourned meeting <u>or postponed meeting</u> other than the business which might lawfully have been transacted at the meeting had the adjournment <u>or postponement</u> not taken place. <u>Notice of a postponement must be given to all Members by any means as the Board may determine.</u> When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p>Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the chairman may (without the consent of the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place, but no business shall be transacted at any adjourned meeting or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or postponement not taken place. Notice of a postponement must be given to all Members by any means as the Board may determine. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>

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

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
76.	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. 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 fact.</p>	<p>The instrument appointing a proxy shall be in <u>such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by writing under the hand</u> of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of <u>signed by</u> an officer, attorney or other person authorised 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 fact.</p>	<p>The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same. 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 fact.</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
139.	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.</p>	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. <u>For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u></p>	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. 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.</p>

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
151.	The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner as set out in Bye-law 158, which shall be treated as discharging the Company's obligation to send to him a copy of such documents.	The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner as set out in permitted by these Bye-laws 158, which shall be treated as discharging including <u>on</u> the Company's <u>computer network obligation to send to him a copy of such documents.</u>	The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, in any manner permitted by these Bye-laws, including on the Company's computer network.
158.(1)	Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be served or delivered under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be served or delivered in any of the following manner, subject to the compliance with the requirements of all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange: (a) by serving it personally on the relevant person;	Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be served or delivered under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules,</u> any such Notice and document may be served or <u>given or issued by the delivered in any of following manner, subject to the compliance with the requirements of all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange means:</u> (a) by serving it personally on the relevant person;	Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be served or delivered under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be served or given or issued by the following means: (a) by serving it personally on the relevant person;

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
	<p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;</p> <p>(f) by placing it on the Company's website and the website of the Designated Stock Exchange without the need for any additional consent or notification; or</p> <p>(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange.</p>	<p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;</p> <p>(f) by publishing placing it on the Company's website or and the website of the Designated Stock Exchange without the need for any additional consent or notification; or</p> <p>(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with all applicable the Statutes and other applicable laws, rules and regulations; including, without limitation, the rules of the Designated Stock Exchange.</p>	<p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(3) without the need for any additional consent or notification;</p> <p>(f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or</p> <p>(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p>
158.(3)	Every Member or a person who is entitled to receive any notice or document from the Company under the provisions of the Statutes or these Bye-laws may provide to the Company an electronic address to which Notices and documents can be served or delivered upon him.	Every Member or a person who is entitled to receive any notice or document from the Company under the provisions of the Statutes or these Bye-laws may <u>register with</u> provide to the Company an electronic address to which Notices and documents can be served or delivered upon him.	Every Member or a person who is entitled to receive any notice or document from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices and documents can be served upon him.

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
159.(b)	if sent by electronic communication, shall be deemed to be served and delivered on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication being served by being placed on the Company's website and the website of the Designated Stock Exchange, shall be deemed to be served and delivered by the Company on the day it first so appears on the relevant website(s), unless the Listing Rules specify a different date. In such cases, the deemed date of service and delivery shall be as provided or required by the Listing Rules;	if sent by electronic communication, shall be deemed to be served and delivered given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication being served by being placed on <u>either</u> the Company's website or and the website of the Designated Stock Exchange, shall be is deemed to be given or served and delivered by the Company on the day it first so appears on the relevant website(s), unless the Listing Rules specify a different date. In such cases, the deemed date of service and delivery shall be as provided or required by the Listing Rules;	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
160.(1)	Any Notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.	Any Notice or document delivered or sent by post to or left at the registered address of any Member in <u>any manner permitted by</u> pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.	Any Notice or document delivered or sent in any manner permitted by these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
160.(2)	A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such <u>electronic or postal</u> address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
N/A	N/A	<u>PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS</u>	<u>PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS</u>
167.	N/A	<u>To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:</u> <u>(a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and</u>	To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall: (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and

Article No.	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
		<p><u>(b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.</u></p>	<p>(b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.</p>



Changhong Jiahua Holdings Limited

長虹佳華控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3991)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Changhong Jiahua Holdings Limited (the “**Company**”) will be held physically at 9th Floor, Beijing Changhong Sci-Tech Tower, Building 26, Zone 18, No. 188 West Road, South Fourth Ring Road, Fengtai District, Beijing, China on Friday, 26 June 2026 at 10:30 a.m. (Hong Kong time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2025.
2. (i) To re-elect Mr. Zhu Jianqiu as a Director;
(ii) To re-elect Ms. Su Huiqing as a Director;
(iii) To re-elect Mr. Gao Xudong as a Director; and
(iv) To authorise the board of Directors to fix the remuneration of Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors to fix the remuneration of auditors.

To consider, and if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (the “**Share(s)**”) and/or to sell or transfer treasury shares of the Company, and to make or grant offers, agreements or options which might require the exercise of such powers be and is hereby approved generally and unconditionally;

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- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (C) the total number of Shares allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) together with the treasury shares of the Company resold by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); or (b) the grant or exercise of any option under the share option scheme of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time; or (d) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (i) 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution; and
 - (ii) provided that ordinary resolution No. 6 is passed, the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue (excluding treasury shares) on the date of the passing of this resolution), and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;
- (D) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of

NOTICE OF ANNUAL GENERAL MEETING

members on a fixed record date in proportion to their holdings of such Shares, 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 outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong.”

5. **“THAT:**

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby approved generally and unconditionally;
- (B) the total number of Shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date this resolution and the said approval shall be limited accordingly; and
- (C) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by the Bye-laws of Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. **“THAT,** conditional upon the passing of ordinary resolutions No. 4 and No. 5 above, the general mandate referred to in the said ordinary resolution No. 4 be and is hereby extended by the addition to the number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the

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Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in said ordinary resolution No. 5, provided that such number shall not exceed 10% of the number of the shares of the Company in issue (excluding treasury shares) as at the date of the passing of this resolution.”

SPECIAL RESOLUTION

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

“**THAT:**

- (A) the proposed amendments (the “**Proposed Amendments**”) to the second amended and restated bye-laws of the Company currently in force (the “**Existing Bye-laws**”) as set forth in Appendix III to the circular of the Company dated 30 April 2026 be and are hereby approved;
- (B) the third amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments (the “**New Bye-laws**”) in the form produced at the meeting and signed by the chairman of the meeting for identification purposes be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and
- (C) any Director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the paragraphs (A) and (B) above, including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and Bermuda, respectively.”

By order of the Board
Changhong Jiahua Holdings Limited
Zhu Jianqiu
Chairman and Executive Director

Hong Kong, 30 April 2026

Notes:

- i. For the purpose of determining the shareholders of the Company who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 22 June 2026. The record date for determining the eligibility to attend and vote at the Annual General Meeting will be Friday, 26 June 2026.

NOTICE OF ANNUAL GENERAL MEETING

- ii. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member holding two or more shares may appoint more than one proxy to attend on the same occasion.
- iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- iv. To be valid, a form of proxy together with 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 to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting (as the case may be).
- v. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- vi. In respect of ordinary resolution No. 2, Mr. Zhu Jianqiu, Ms. Su Huiqing and Mr. Gao Xudong shall retire and be eligible to offer themselves for re-election at the Annual General Meeting. Details of the above retiring Directors are set out in Appendix II of this circular.
- vii. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- viii. Attendants should bear their own travelling, accommodation and other expenses.

As at the date of this notice, the executive Directors of the Company are Mr. Zhu Jianqiu, Mr. Zhao Qilin, Ms. Mao Haiyun, Mr. Ma Ban, Ms. Su Huiqing and Mr. Zhou Jiachao, and the independent non-executive Directors of the Company are Mr. Jonathan Chan Ming Sun, Mr. Gao Xudong and Mr. Meng Qingbin.