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GLOBAL INTERNATIONAL CREDIT GROUP LIMITED
環球信貸集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1669)

PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
DECLARATION OF FINAL DIVIDEND
AND SPECIAL FINAL DIVIDEND,
RE-APPOINTMENT OF AUDITORS,
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("AGM") of Global International Credit Group Limited to be held at Room 1225, 12th Floor, Prince's Building, Central, Hong Kong on Monday, 1 June 2026 at 11:00 a.m. is set out on pages 45 to 51 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish.

30 April 2026

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 1225, 12th Floor, Prince’s Building, Central, Hong Kong, on Monday, 1 June 2026 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 45 to 51 of this circular
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Global International Credit Group Limited (環球信貸集團有限公司), an exempted company incorporated under the Companies Law of the Cayman Islands with limited liability on 20 January 2014, whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury shares, if any) not exceeding 20 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the relevant resolution in relation thereto

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$” or “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“New Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved by way of a special resolution at the AGM
“Nomination Committee”	the nomination committee of the Company
“Notice”	the notice of the Annual General Meeting contained in this circular
“Proposed Amendments”	the proposed amendments to the existing Memorandum and Articles of Association as set out in Appendix III to this Circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the relevant resolution in relation thereto
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)” or “Member(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to it in the Listing Rules



GLOBAL INTERNATIONAL CREDIT GROUP LIMITED
環球信貸集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1669)

Executive Directors:

Ms. Wang Yao (*Chairman*)
Ms. Jin Xiaoqin
Ms. Yip Lee Ying

Registered office:

P.O. Box 309
Ugland House
Grand Cayman KY1-114
Cayman Islands

Independent Non-executive Directors:

Dr. Ng Lai Man, Carmen
Mr. Man Yiu Kwong, Nick
Mr. Pao Ping Wing

*Principal place of business
in Hong Kong:*

Unit 01, 12/F
World-Wide House
19 Des Voeux Road
Central
Hong Kong

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
DECLARATION OF FINAL DIVIDEND
AND SPECIAL FINAL DIVIDEND,
RE-APPOINTMENT OF AUDITORS,
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and information regarding the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; (ii) the re-election of the Directors; (iii) the declaration of a final dividend and a special final dividend; (iv) the re-appointment of auditors; and (v) the adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. The ordinary resolution no. 5(A) as stated in the Notice will be proposed at the Annual General Meeting to grant to the Directors the General Mandate to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury shares, if any) in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 80,000,000 Shares.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 5(B) as stated in the Notice will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

EXTENSION MANDATE

Subject to a separate approval of the ordinary resolution no. 5(C) as stated in the Notice, the number of Shares purchased by the Company under ordinary resolution no. 5(B) as stated in the Notice, if approved by the Shareholders at the Annual General Meeting, will also be added to the total number of Shares which may be allotted and issued under the General Mandate as mentioned in the ordinary resolution no. 5(A) as stated in the Notice provided that such additional amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of the General Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 16.18 of the Articles of Association, at every annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then 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 by rotation at least once every three years. Any Director appointed pursuant to article 16.2 or article 16.3 of the Articles of Association shall not be taken into account in determining which Directors are to retire by rotation. Ms. Yip Lee Ying, being an executive Director, and Dr. Ng Lai Man, Carmen and Mr. Pao Ping Wing, being independent non-executive Directors, shall retire from office by rotation. Ms. Yip Lee Ying and Mr. Pao Ping Wing, being eligible, will offer themselves for re-election while Dr. Ng Lai Man, Carmen will not offer herself for re-election at the AGM.

The independent non-executive Director proposed for re-election was identified by the management after having taken into account the skills and experience of the candidate. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Nomination Policy. Mr. Pao Ping Wing, being an independent non-executive Director, has satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company. His independence has also been assessed by the Nomination Committee and considered to be independent. The Board considered that the re-election of the independent non-executive Director will form a balanced skill matrix beneficial to the Group's corporate governance as well as business development and thereby contribute to the diversity of the Board.

Upon the recommendation and nomination of the Nomination Committee, the Board has recommended that Ms. Yip Lee Ying to stand for re-election as an executive Director, and Mr. Pao Ping Wing to stand for re-election as an independent non-executive Director.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

DECLARATION OF FINAL DIVIDEND AND SPECIAL FINAL DIVIDEND

As mentioned in the final results announcement of the Company dated 27 March 2026, the Board recommended a final dividend of HK2.4 cents per Share, totalling HK\$9,600,000 and a special final dividend of HK3.6 cents per Share, totalling HK\$14,400,000, in respect of the year ended 31 December 2025, which are subject to the approval of Shareholders at the Annual General Meeting.

The final dividend and special final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or about Friday, 26 June 2026, to Shareholders whose names appear on the register of members of the Company on Friday, 12 June 2026.

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the independent auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint BDO Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration. The estimated audit fee in relation to annual audit agreed with the auditors would be of HK\$700,000 to HK\$800,000, which is determined by the Board and the Audit Committee with reference to the complexity of the business operations of the Group, the scope of work, audit timetable and market rates. As BDO Limited has been familiar with the Group's affairs, the Board considers that the estimated audit fee agreed with the auditors is a fair and reasonable estimation after due consideration, taking into account of the facts and circumstances known up to the Latest Practicable Date. The audit and other related work in respect of the Group for the year ending 31 December 2026 could be performed more efficiently by BDO Limited, which is in the best interests of the Company and the Shareholders as a whole.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 20 April 2026 in relation to, among other matters, the proposed adoption of the New Memorandum and Articles of Association.

The Board will propose at the AGM a special resolution approving the Proposed Amendments and the adoption of the New Memorandum and Articles of Association consolidating the Proposed Amendments, in order to, inter alia, (i) bring the existing Memorandum and Articles of Association in alignment with the latest regulatory requirements under the Listing Rules in relation to the further expanded paperless listing regime, including providing for voting by electronic means and the preparations for transition to uncertificated securities market regime under the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS); and (ii) adopt certain consequential and housekeeping amendments to the existing Memorandum and Articles of Association. Accordingly, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles Association.

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

The legal adviser 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 adviser to the Company as to Cayman Islands laws has confirmed that the New Memorandum and Articles of Association (incorporating the Proposed Amendments) are not inconsistent with the Cayman Islands laws.

LETTER FROM THE BOARD

The Company confirms that there is nothing unusual about the Proposed Amendments. Shareholders are advised that the New Memorandum and Articles of Association are written in English only and there is no official Chinese translation. The Chinese translation of the New Memorandum and Articles of Association is provided for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Wednesday, 27 May 2026 to Monday, 1 June 2026, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, 26 May 2026.

The transfer books and register of members of the Company will also be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of Shares can be registered. In order to be entitled to the final dividend and special final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, 9 June 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 45 to 51 of this circular is the Notice which informs the Shareholders of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; (ii) the re-election of the Directors; (iii) the declaration of a final dividend and a special final dividend; and (iv) the re-appointment of auditors, and a special resolution will be proposed to Shareholders to consider and approve the adoption of the New Memorandum and Articles of Association.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof.

Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.6 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the annual general meeting, in good faith, allows a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for each Share registered in his/her/its name in the register of members of the Company. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it is entitled to in the same way.

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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, the re-election of the Directors, the declaration of the final dividend and special final dividend, the re-appointment of auditors and the adoption of the New Memorandum and Articles of Association are in the interests of the Group as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Global International Credit Group Limited
Wang Yao
Chairman and Chief Executive

30 April 2026

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Save as disclosed herein and to the best knowledge of the Company, none of the following Directors holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Directors has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed in this circular and to the best knowledge of the Company, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Director candidates

Ms. Yip Lee Ying (葉莉盈), aged 42, was appointed as an executive Director on 28 August 2020. Ms. Yip joined the Group in February 2016 as chief financial officer and has also been appointed as the company secretary of the Company. Ms. Yip is principally responsible for overseeing the Group's financial management, internal control, company secretarial and corporate finance matters. Ms. Yip has over 15 years of experience in professional accounting and financial advisory services. Prior to joining the Group, Ms. Yip worked at Deloitte Hong Kong from 2007 to 2016. Ms. Yip holds a Bachelor of Commerce degree in Accounting and Finance and a Master of Commerce degree in Funds Management from the University of New South Wales. She is a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Yip has entered a letter of appointment with the Company in relation to her appointment as an executive Director for an initial term of three years commencing on 28 August 2020 and renewable automatically for successive terms of one year, unless terminated by either party in accordance with the terms thereof. Ms. Yip's appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

Ms. Yip is entitled to an annual salary of HK\$1,800,000 plus a performance-related discretionary bonus pursuant to her contract of employment with the Group. The contract of employment entered into between Ms. Yip and the Group has no fixed term, but maybe terminated by either party giving one month's written notice or payment in lieu. Ms. Yip's emoluments were determined by the Board having taken into consideration of the recommendation of the Remuneration Committee with reference to the prevailing market situation, her experience and her duties and responsibilities with the Group. Such emoluments are subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

As at the Latest Practicable Date, Ms. Yip did not have any interest in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Pao Ping Wing (浦炳榮), aged 78, was appointed as an independent non-executive Director with effect from 1 January 2024. Mr. Pao has more than 30 years of experience in corporate governance for companies in Hong Kong. Over the years, Mr. Pao had been actively serving in the consultation and formulation of government policies, including those relating to town planning, urban renewal, public housing, and environment matters, etc.. Mr. Pao has been appointed as a Justice of the Peace of Hong Kong since 1987 and he was an ex-Urban Councillor. Mr. Pao obtained a Master's degree of Science in Human Settlement Planning and Development from the Asia Institute of Technology in Thailand. He was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. Currently, He is an independent non-executive director of a number of companies listed on the Hong Kong Stock Exchange, namely, Sing Lee Software (Group) Limited (stock code: 8076), Capital Environment Holdings Limited (stock code: 3989), Maoye International Holdings Limited (stock code: 848), and Soundwill Holdings Limited (stock code: 878). In the last three years, Mr. Pao also served as an independent non-executive director of Oriental Enterprise Holdings Limited (formerly known as Oriental Press Group Limited) (stock code: 18) from July 1987 to August 2023, which is listed on the Hong Kong Stock Exchange and an independent non-executive director of Zhuzhou CRRC Times Electric Co., Ltd. (stock code: 3898) from June 2006 to June 2023, which is listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange.

Mr. Pao has signed a letter of appointment with the Company for a term of three years and shall continue unless otherwise terminated in accordance with the letter of appointment and subject to retirement at least once every three years. Pursuant to the terms of the letter of appointment, Mr. Pao will be entitled to receive an annual fee of HK\$180,000. Mr. Pao's fee as an independent non-executive Director was determined by the remuneration committee of the Board with reference to his experience, responsibility, workload and the time to be devoted to the Group and is subject to the review of the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Pao did not have any interest in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

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

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares of nominal value of HK\$0.01 each. As at the same date, the Company did not hold any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of the Annual General Meeting and no treasury shares as at the Latest Practicable Date, the Company will be allowed to repurchase a maximum of 40,000,000 Shares which represents 10 per cent of the issued share capital of the Company (excluding treasury shares, if any) during the period commencing from the passing of the relevant resolution as stated in the Notice and ending on 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 to be held by Cayman Companies Act or the Articles of Association; or (iii) the date upon which such authority to repurchase is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchase(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Group's net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase(s) will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for such purposes in accordance with the Articles of Association, the Cayman Companies Act and the Listing Rules. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or from sums standing to the credit of the share premium account of the Company.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as it 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.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The Company is prohibited from knowingly purchasing securities on the Stock Exchange from a core connected person (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Company is authorized to make repurchases of Shares.

In the event that the Company repurchases any Shares, it may cancel such repurchased Shares and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase, and will be carried out in compliance with the applicable requirements under the Listing Rules, the relevant laws in Cayman Islands and the Articles of Association.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of his/her/their interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the proposed Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Blossom Spring Global Limited, which is wholly owned by Ms. Jin Xiaoqin, an executive Director, was interested in 75 per cent of the existing issued share capital of the Company. For illustration purpose only, if the Directors exercise in full the Repurchase Mandate, the shareholding of Blossom Spring Global Limited in the Company would be increased to approximately 83.33 per cent of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

However, the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors do not propose to repurchase Shares to the extent that the aggregate number of Shares in public hands would be reduced to less than the prescribed minimum percentage.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) was made by the Company during the year ended 31 December 2025 and up to the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date and for the month of April 2026 up to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	traded prices <i>HK\$</i>	traded prices <i>HK\$</i>
2025		
April	0.61	0.55
May	0.73	0.58
June	0.85	0.70
July	0.83	0.72
August	0.89	0.73
September	0.96	0.81
October	0.92	0.81
November	0.86	0.80
December	0.90	0.84
2026		
January	0.96	0.88
February	1.00	0.90
March	1.00	0.94
April (up to the Latest Practicable Date)	1.03	0.96

The following are the proposed amendments to the existing Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

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

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
Cover	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">THIRD-FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF</p> <p style="text-align: center;">GLOBAL INTERNATIONAL CREDIT GROUP LIMITED 環球信貸集團有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on 4 June 2024 <u>1 June 2026</u>)</p>
Memorandum of Association	
Cover Page	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">THIRD-FOURTH AMENDED AND RESTATED MEMORANDUM AND ASSOCIATION OF</p> <p style="text-align: center;">GLOBAL INTERNATIONAL CREDIT GROUP LIMITED 環球信貸集團有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on 4 June 2024 <u>1 June 2026</u>)</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
Heading	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">THIRD-FOURTH AMENDED AND RESTATED MEMORANDUM AND ASSOCIATION OF</p> <p style="text-align: center;">GLOBAL INTERNATIONAL CREDIT GROUP LIMITED 環球信貸集團有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on 4 June 2024 <u>1 June 2026</u>)</p>
Articles of Association	
Cover Page	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">THIRD-FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF</p> <p style="text-align: center;">GLOBAL INTERNATIONAL CREDIT GROUP LIMITED 環球信貸集團有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on 4 June 2024 <u>1 June 2026</u>)</p>
Heading	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">THIRD-FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF</p> <p style="text-align: center;">GLOBAL INTERNATIONAL CREDIT GROUP LIMITED 環球信貸集團有限公司</p> <p style="text-align: center;">(adopted by special resolution passed on 4 June 2024 <u>1 June 2026</u>)</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
2.2	<p><u>“Actionable Corporate Communication”</u> shall have the meaning given to it in the Listing Rules.</p> <p><u>“announcement”</u> shall mean any official publication of a notice or document of the Company, including any publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</p> <p><u>“Articles”</u> shall mean these Articles of Association in their present form and all supplementary, amended or substituted Articles for the time being in force.</p> <p><u>“ASR Code”</u> shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor.</p> <p><u>“business day”</u> shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. Notwithstanding the foregoing For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a gale warning, black rainstorm warning or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day.</p> <p><u>“Central Clearing and Settlement System”</u> shall mean the Central Clearing and Settlement System operated by the HKSCC.</p> <p><u>“ChairmanChairperson”</u> shall mean the ChairmanChairperson presiding at any meeting of members or of the Board.</p> <p><u>“Close Associate”</u> shall have the meaning given to it in the Listing Rules, except that for purposes of Article 16.22 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
	<p>“Communication Facilities” shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other <u>and all members’ rights to speak and vote at the meeting are maintained.</u></p> <p>“dollars” and “HK\$” shall mean dollars legally current in Hong Kong</p> <p><u>“HKSCC”</u> shall mean <u>The Hong Kong Securities Clearing Company Limited.</u></p> <p><u>“notice”</u> shall mean <u>written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any Corporate Communication and Actionable Corporate Communication) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws, rules and regulations, including the Listing Rules. For the avoidance of doubt, notice may be provided in physical form or by electronic means.</u></p> <p><u>“ordinary resolution”</u> shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles, and includes <u>shall include</u> an ordinary resolution passed pursuant to Article 13.12.</p> <p><u>“Secretary”</u> shall mean the person <u>or persons</u> appointed as company secretary by the Board from time to time.</p> <p><u>“Securities and Futures Ordinance”</u> shall mean <u>the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time and includes every other rules or subsidiary legislation incorporated therewith or substituted therefor.</u></p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
	<p><u>“Securities and Futures (Uncertificated Securities Market) Rules”</u> shall mean the Securities and Futures (Uncertificated Securities Market) Rules made under the Securities and Futures Ordinance as amended from time to time and <u>includes every other rules or subsidiary legislation incorporated therewith or substituted therefor.</u></p> <p><u>“SFC”</u> shall mean the Securities and Futures Commission of Hong Kong.</p> <p><u>“transfer officeUNSRT system”</u> shall mean the place where the principal register is situate for the time being <u>an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that enables title to the shares and securities to be evidenced and transferred without an instrument; and facilitates supplementary and incidental matters.</u></p> <p><u>“Virtual Meeting”</u> shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including, without limitation, the Chairman <u>Chairperson</u> of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</p>
2.7	<p><u>References to a “meeting” shall (a) mean a meeting convened and held in any manner permitted by these Articles, and for the avoidance of doubt, any member (whether in person, by proxy, or in case of any member not being a natural person, by its duly authorised representative) or Director (or any alternate Director as the case may be) attending and participating at a meeting by means of Communication Facilities shall be deemed to be present at that meeting for all purposes of the Companies Act and these Articles, and the terms “attend”, “participate”, “attending”, “participating”, “attendance”, “participation”, “present” and “presence” (and their grammatical derivatives) in the context of meetings shall be construed accordingly, and (b) shall, where the context is appropriate, include (without limitation) a meeting that has been postponed by the Board pursuant to Article 12.10.</u></p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
2.8	<u>References to a member's participation in the business of a general meeting shall include, without limitation and as relevant, the right (including, in the case of member not being a natural person, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act or these Articles to be made available at the meeting, and the expressions participate or participating in the business of a general meeting shall be constructed accordingly.</u>
2.9	<u>References to a member's right to speak at a Virtual Meeting shall include the right to raise questions or make statements to the Chairperson of the meeting, verbally or in written form, by means of electronic means and 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 Chairperson of the meeting) in which event the Chairperson 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 means.</u>
2.10	<u>References to "address" in the context of any communication pursuant to these Articles shall, where applicable, include an electronic address unless the Companies Act or the Listing Rules require a postal address.</u>
4.6	Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to the inspection by of any member and holders of the Prescribed Securities (as defined in the Securities and Futures (Uncertificated Securities Market) Rules) without charge.
4.8	The register may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given after notice has been given in accordance with the Listing Rules or by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution passed in that year determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article and the Listing Rules.

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
4.11	<p>Every person whose name is entered as a member in the register of members shall be entitled to receive, within any relevant time limit as prescribed in the Companies Act or as the Exchange may from time to time determine, whichever is shorter, <u>hold their shares in uncertificated form through the UNSRT system, the Central Clearing Settlement System, or any other system approved under the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, as applicable, in compliance with the Listing Rules and other relevant regulations. The Company shall comply with all applicable laws, rules and regulations to facilitate the holding, transfer and registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime. A member shall only be entitled to a share certificate if the Board resolves that share certificates be issued and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question 7.8, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</u></p>
4.12	<p>Every certificate, if issued, for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed or imprinted to a share certificate with the authority of the Board.</p>
4.13	<p>Every share certificate, if issued, shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.</p>
4.15	<p>If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or the ASR Code (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
5.4	The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate <u>(if one has been issued)</u> for the shares sold) be paid to the holder <u>(or person entitled to such shares, as the case may be)</u> immediately before such sale of the shares. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
6.2	At least 14 days' notice of any call shall be given to each member specifying the time and place of payment and to whom <u>and the manner in which</u> such payment shall be made.
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for <u>and the manner of</u> payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.
6.8	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension <u>except</u> as a matter of grace and favour.

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
7.2	<p>The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of <u>Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC, without the need for a written instrument of transfer.</u> For certificated shares, the instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.</p>
7.3	<p>Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules, <u>the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules</u> and which has been approved by the Board for such purpose.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
7.6	<p>The Board may also decline to register any transfer of any shares unless:</p> <ul style="list-style-type: none"> (a) <u>for certificated shares</u>, the instrument of transfer is lodged with the Company accompanied by the certificate <u>(if any)</u> for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (b) <u>if applicable</u>, the instrument of transfer is in respect of only one class of shares; (c) the instrument of transfer is properly stamped (in circumstances where stamping is required); (d) in the case of a transfer to joint holders, the number of joint holders to <u>whom</u>which the share is to be transferred does not exceed four; (e) the shares concerned are free of any lien in favour of the Company; and (f) a fee of such maximum as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.
7.8	<p>Upon every transfer of shares, the certificate <u>(if one has been issued)</u> held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11</u>, be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine<u>be prescribed by the ASR Code or the Exchange (as the case may be)</u> to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11</u>, be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine<u>be prescribed by the ASR Code or the Exchange (as the case may be)</u> to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
7.9	<p>The registration of transfers may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given after notice has been given in accordance with the <u>Listing Rules</u> or by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a gale warning or black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.</p>
12.1	<p>The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place <u>(which, in the case of a Virtual Meeting, includes a virtual place) or in such mode and manner</u> as the Board shall appoint.</p>
12.4	<p>The BoardDirectors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
12.5	<p>An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place (<u>which, in the case of a Virtual Meeting, includes a virtual place</u>), and agenda of the meeting, particulars of the resolutions <u>and the general nature of the business</u> to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.12) at which Communication Facilities will be utilised (including any Virtual Meeting) must disclose <u>shall specify</u> the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>
12.10	<p>If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and or place (<u>whether physical or virtual</u>) <u>or in the mode or manner (including but not limited to the means of Communication Facilities and the form of meeting)</u> specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and, or place (<u>whether physical or virtual</u>), <u>or change the mode or manner (including but not limited to the means of Communication Facilities and the form of meeting)</u> in accordance with Article 12.12.</p>
12.11	<p>The Board shall also have the power to provide in every notice calling a general meeting that, <u>in the event of</u> a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.12.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
12.12	<p>Where a general meeting is postponed in accordance with Article 12.10 or Article 12.11:</p> <p>(a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.11;</p> <p>(b) the Board shall fix the date, time and, place <u>(whether physical or virtual)</u> and <u>the mode and manner</u> for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, <u>time and place (which, in the case of a Virtual Meeting, includes a virtual place)</u> and <u>the mode and manner at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</u></p> <p>(c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.5.</p>
13.2	<p>For all purposes the quorum for a general meeting shall be two members Present provided always that if the Company has only one member of record the quorum shall be that one member Present. No business (except the appointment of a Chairman <u>Chairperson</u>) shall be transacted at any general meeting unless the requisite quorum shall be Present at the commencement of the business.</p>
13.3	<p>If within 15 minutes from the time appointed for the meeting a quorum is not Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place <u>(whether physical or virtual) and/or in such mode and manner</u> as shall be decided by the Board, and if at such adjourned meeting a quorum is not Present within 15 minutes from the time appointed for holding the meeting, the member or members Present shall be a quorum and may transact the business for which the meeting was called.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
13.4	<p>The chairman<u>chairperson</u> of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman<u>chairperson</u> or, if at any general meeting such chairman<u>chairperson</u> shall not be Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors Present shall choose another Director as Chairman<u>Chairperson</u>, and if no Director be Present, or if all the Directors Present decline to take the chair, or if the Chairman<u>Chairperson</u> chosen shall retire from the chair, then the members Present shall choose one of their own number to be Chairman<u>Chairperson</u>.</p>
13.5	<p>The Chairman of any general meeting<u>Chairperson</u> shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairman<u>Chairperson</u>, in which event:</p> <p>(a) the Chairman<u>Chairperson</u> shall be deemed to be Present at the meeting; and</p> <p>(b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairman<u>Chairperson</u> to hear and be heard by all other Persons attending and participating at the meeting, then the other Directors Present at the meeting shall choose another Director Present to act as Chairman<u>Chairperson</u> of the meeting for the remainder of the meeting; provided that if (i) if no other Director is Present at the meeting, or (ii) if all the Directors Present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place (<u>whether physical or virtual</u>) as shall be decided by the Directors<u>Board</u>.</p>
13.6	<p>The Chairman<u>Chairperson</u> may, with the consent of any general meeting at which a quorum is Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (<u>whether physical or virtual</u>) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (<u>which, in the case of a Virtual Meeting, includes a virtual place</u>), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
13.7	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman <u>Chairperson</u> may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairperson of the meeting may determine.</u>
13.8	A poll shall (subject as provided in Article 13.9) be taken in such manner (including the use of ballot or voting papers or tickets <u>or by electronic means</u>) and at such time and place (<u>whether physical or virtual</u>), not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman <u>Chairperson</u> directs. <u>On a poll, votes may may given either personally or by proxy.</u> No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
13.9	Any poll on the election of a Chairman <u>Chairperson</u> of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
13.10	Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman <u>Chairperson</u> that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
13.11	In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman <u>Chairperson</u> of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.
14.4	Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be Present at any meeting, <u>personally or by proxy</u> , that one of the said persons so Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
14.7	No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the Chairman <u>Chairperson</u> of the meeting shall determine the same and such determination shall be final and conclusive.
14.9	The instrument appointing a proxy shall be in writing under the hand of <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</u> the appointor or of his attorney 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 duly authorised to sign the same.
14.10	(A) <u>The Company may, at its absolute discretion, provide or designate from time to time an electronic address for the receipt of any document or information relating to proxies for a general meeting (including but not limited to any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information relating to proxies as aforementioned may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation to the foregoing, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meeting(s) or purpose(s) and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any condition on the transmission of and its receipt of such electronic communications including but not limited to imposing any security or encryption arrangement as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
	<p>14.10(B) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place <u>or in such other manner (including by electronic means)</u> as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) <u>or, if the Company has provided an electronic address in accordance with paragraph (A) above of this Article 14.10, shall be received at the electronic address so specified,</u> not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman<u>Chairperson</u> of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
14.13	<p>A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place <u>(including, where applicable, any such electronic address) or in such other manner (including by electronic means)</u> as is referred to in Article 14.10, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>
14.14	<p>Any corporation which is a member may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative <u>to attend and vote</u> at any meeting of the Company or of members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being Present at any meeting in person.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may appoint or authorise such person or persons as it thinks fit to act as its proxy(ies) or corporate representative(s) at any general meeting of the Company, any creditors meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so appointed or authorised, the proxy or authorisation shall specify the number and class of shares in respect of which each such person is so appointed or authorised. The person so appointed or authorised will be deemed to have been duly appointed or authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so appointed or authorised. A person so appointed or authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such proxy or authorisation, including the right to speak and <u>to vote including (without limitation)</u>, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>
16.5	<p>The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands <u>of</u> any change that takes place in relation to such Directors as required by the Companies Act.</p>
16.24	<p>If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman<u>Chairperson</u> of the meeting (or, where such question relates to the interest of the Chairman<u>Chairperson</u>, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman<u>Chairperson</u>) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman<u>Chairperson</u>) as known to such Director (or, as appropriate, the Chairman<u>Chairperson</u>) has not been fairly disclosed to the Board.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
20.4	The Board may elect a <u>chairperson of the Board</u> Chairman of its meetings and determine the period for which he is to hold office; The chairperson of the Board shall take the chair at every meeting of the Board, but if no such Chairman <u>chairperson</u> is elected, or if at any meeting such chairperson <u>the Chairman</u> is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson <u>Chairman</u> of the meeting.
20.10	Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairperson <u>chairman</u> of the meeting or by the Chairperson <u>chairman</u> of the succeeding meeting.
20.13	Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 16.9) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution which relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material, shall not be passed by a resolution in writing and shall only be passed at a meeting of the Directors held in accordance with these Articles.
22.1	The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word "Securities" engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to <u>or imprinted on</u> certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed <u>or on which the seal is imprinted</u> as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to <u>or imprinted on</u> that instrument with the authority of the Directors previously given.

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
23.2	<p>Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board:</p> <p>(a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as they think fit in cases where shares, debentures or other securities become distributable in fractions;</p> <p>(b) to exclude the right of participation or entitlement of any member with a registered address <u>in</u> outside any territory where in the absence of a registration statement or other special onerous formalities;</p> <p style="padding-left: 40px;">(i) <u>the circulation of an offer of such right or entitlement would or might be unlawful or where the Board consider in the absence of a registration statement or other special formalities; or</u></p> <p style="padding-left: 40px;">(ii) <u>the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the benefits of the Company; and</u></p> <p>(c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
24.7	<p>Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:</p> <p>EITHER</p> <p>(a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:</p> <p>(i) the basis of any such allotment shall be determined by the Board;</p> <p>(ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and <u>(where applicable) the place at which and/or the manner and means (including electronic means if the Board deems fit) by which and</u> the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>(iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;</p> <p>(iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (the "non-elected shares") and in satisfaction thereof shares shall be allotted credited as fully paid to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve (if there be any such reserve)) or profit and loss account or amounts otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis;</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
	<p>OR</p> <p>(b) that members entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:</p> <p>(i) the basis of any such allotment shall be determined by the Board;</p> <p>(ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and <u>(where applicable)</u> the place at which and/or the manner and means <u>(including electronic means if the Board deems fit)</u> by which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>(iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;</p> <p>(iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable <u>in cash</u> on shares in respect whereof the share election has been duly exercised (the "electd shares") and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve (if there be any such reserve)) or profit and loss account or amounts otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
24.9	<p>The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of Article <u>Articles 24.7 and 24.8</u> with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>
24.11	<p>The Board may on any occasion determine that rights of election and the allotment of shares under Article 24.7 shall not be made available or made to any members with registered addresses in any territory where in the absence of:</p> <p>(a) a registration statement or other special formalities <u>the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, or where the Board considers in the absence of a registration statement or other special formalities;</u> or</p> <p>(b) <u>the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the benefits of the Company,</u></p>
24.23	<p>Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by <u>wire transfer to the holder or by</u> cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall 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 the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
24.24	<p>The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers</u> or cheques for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer</u>, cheque or warrant is returned undelivered.</p>
25.1	<p>The Company shall be entitled to sell any shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if and provided that:</p> <ul style="list-style-type: none"> <li data-bbox="453 710 1359 817">(a) all cheques or warrants <u>or all wire transfers</u>, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed <u>or returned undelivered</u> for a period of 12 years; <li data-bbox="453 859 1359 1008">(b) the Company has not during that time or before the expiry of the three month period referred to in Article 25.1(d) below received any indication of the whereabouts or existence of the member or person entitled to such shares by death, bankruptcy or operation of law; <li data-bbox="453 1051 1359 1157">(c) during the 12-year period, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and <li data-bbox="453 1200 1359 1349">(d) upon notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention. <p>The net proceeds of any such sale shall belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
26	<p>The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company (“Registrable Documents”) which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address (<u>including any electronic address if applicable</u>) at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:</p> <p>(a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice of the Company of any claim (regardless of the parties thereto) to which the document might be relevant;</p> <p>(b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and</p> <p>(c) references herein to the destruction of any document include references to the disposal thereof in any manner.</p> <p>Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.</p>
28.2	<p>The books of account shall be kept at the Company’s principal place of business in Hong Kong or, subject to the provisions of the Companies Act, at such other place or places as the Board thinks fit and shall always be open to the inspection by of the Directors.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
28.3	The Board shall from time to time determine whether, to what extent, at what times and places <u>(including a virtual place if the Board deems fit and or in what manner and means (including electronic means if the Board deems fit)</u> and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection by of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
29.1	The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
29.2	<p>The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, or in the manner specified in such resolution <u>provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.</u> No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor, and the Auditor so appointed shall hold office until the next annual general meeting of the Company. <u>but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</u></p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
30.1	<p>Except as otherwise provided in these Articles, any notice or document, including any <u>Corporate Communication and Actionable Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules and the Companies Act:</p> <ul style="list-style-type: none"> (a) personally by leaving it at the registered address of such member as appearing in the register; (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another); (c) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company; (d) by placing it on the Company's Website and the Exchange's website; (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules; or (f) by sending or otherwise making it available to such member through such other means to the extent permitted by and in accordance with the Listing Rules, the Companies Act and other applicable laws, rules and regulations. <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

Provision No.	Provision in the New Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)
30.5	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it <u>via electronic means</u> through the post in a prepaid letter addressed to him or them 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 address or such postal</u> address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic address or postal</u> address has been so supplied) by giving the notice in any manner in which the same might have been given to the member if the death, mental disorder or bankruptcy of such member had not occurred.
30.6	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address (<u>including electronic address</u>) being entered on the register shall have been duly given to the person from whom he derives his title to such share.

NOTICE OF ANNUAL GENERAL MEETING



GLOBAL INTERNATIONAL CREDIT GROUP LIMITED

環球信貸集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1669)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Global International Credit Group Limited (the “Company”) will be held at Room 1225, 12th Floor, Prince’s Building, Central, Hong Kong on Monday, 1 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2025.
2.
 - (a) To declare a final dividend of HK2.4 cents per share of the Company for the year ended 31 December 2025.
 - (b) To declare a special final dividend of HK3.6 cents per share of the Company for the year ended 31 December 2025.
3.
 - (a) To re-elect the following directors of the Company:
 - (i) Ms. Yip Lee Ying, as an executive director of the Company
 - (ii) Mr. Pao Ping Wing, as an independent non-executive director of the Company
 - (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint BDO Limited as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company (including any sale or transfer of treasury shares, if any, out of treasury) and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (b) “Rights Issue” means an offer of shares in the capital of 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 of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “That:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which were granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and/or options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate, an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) at the date of passing of the said resolutions.”

As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION

6. “**That** the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”), the details of which are set out in the Appendix III to the circular of the Company dated 30 April 2026, be and are hereby approved; the fourth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains all the Proposed Amendments (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification), be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect; and any Director or company secretary of the Company be and is hereby authorised to do all such acts, execute all such documents and make all such arrangements as may be necessary or expedient in connection to the Company’s adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the requirements of the applicable laws in the Cayman Islands and Hong Kong.”

By order of the board of directors
Global International Credit Group Limited
Wang Yao
Chairman and Chief Executive

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong, 30 April 2026

Registered office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Principal place of business
in Hong Kong:*

Unit 01, 12/F

World-Wide House

19 Des Voeux Road

Central

Hong Kong

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members will be closed from Wednesday, 27 May 2026 to Monday, 1 June 2026, both days inclusive, to determine the entitlement of the shareholders to attend the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, 26 May 2026.
- (vi) The transfer books and register of members will be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026, both days inclusive, to determine the entitlement of the shareholders to receive the final dividend and special final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, 9 June 2026.
- (vii) In respect of ordinary resolution numbered 3 above, Ms. Yip Lee Ying and Mr. Pao Ping Wing shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the accompanied circular dated 30 April 2026.
- (viii) In respect of the ordinary resolution numbered 5(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

- (ix) In respect of ordinary resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company. The Explanatory Statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the accompanied circular date 30 April 2026.
- (x) In the event that a tropical cyclone warning signal no. 8 or above is issued or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting of the Company, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.gicl.com.hk and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Ms. Wang Yao, Ms. Jin Xiaoqin and Ms. Yip Lee Ying; and the independent non-executive directors of the Company are Dr. Ng Lai Man, Carmen, Mr. Man Yiu Kwong, Nick and Mr. Pao Ping Wing.