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

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**If you are in doubt** as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in **DACHAN FOOD (ASIA) LIMITED**, you should at once hand this circular and proxy form enclosed in this document to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**DACHAN FOOD (ASIA) LIMITED**

**大成食品（亞洲）有限公司**

(the “Company”)

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3999)**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of DaChan Food (Asia) Limited to be held on 26 June 2026, Friday, at 3:00 p.m. (Hong Kong time) with the combination of (a) physical meeting at Imperial Room III, Mezzanine Floor · Towers Wing, Royal Pacific Hotel, 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Kowloon, Hong Kong; and (b) a virtual meeting online at <https://evoting.vistra.com/#/399> is set out on pages 48 to 52 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment of such meeting should you so wish. For the avoidance of doubt, holders of treasury shares shall abstain from voting at the AGM.

\* No refreshments or drinks will be served and no souvenirs will be distributed at the annual general meeting.

24 April 2026

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 26 June 2026, Friday, at 3:00 p.m. (Hong Kong time) with a combination of (a) a physical meeting at Imperial Room III, Mezzanine Floor · Towers Wing, Royal Pacific Hotel, 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Kowloon, Hong Kong and (b) a virtual meeting online at <a href="https://evoting.vistra.com/#/399">https://evoting.vistra.com/#/399</a> for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 24 April 2026 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	DaChan Food (Asia) Limited (大成食品(亞洲)有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3999)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company (including executive Directors, non-executive Directors and independent non-executive Directors)
“Executive Committee”	the executive committee of the Company
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate

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## DEFINITIONS

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“General Mandate”	a general mandate to the Directors to allot, issue and/or otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury), the number of which shall not exceed 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of approval of the mandate
“Great Wall Enterprise”/ “GWE”	Great Wall Enterprise Co., Ltd., a joint stock company established under the laws of the Republic of China, the shares of which are listed on the Taiwan Stock Exchange Corporation, and the ultimate controlling shareholder of the Company
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	15 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 as amended from time to time
“Memorandum”	the memorandum of association of the Company as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate to the Directors to repurchase such number of Shares not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of approval of the mandate and the Company may hold the Shares so repurchased in treasury

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	any entity which falls within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“Takeovers Code”	The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

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LETTER FROM THE BOARD

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**DACHAN FOOD (ASIA) LIMITED**  
**大成食品(亞洲)有限公司**  
(the “Company”)  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3999)

*Executive Directors:*

Mr. James Chun-Hsien Wei (*Chairman*)  
Mr. Han Chia-Yin

*Non-Executive Directors:*

Mr. Han Chia-Yau  
Mr. Harn Jia-Chen  
Mr. Han Jia-Hwan  
Mr. Chao Tien-Shin  
Mr. Wei Anning

*Independent Non-executive Directors:*

Mr. Ting Yu-Shan  
Mr. Hsia, Li-Yan  
Ms. Lee Tsai, Yu-Ling  
Mr. Kao, Koong-Lian

*Registered office:*

Windward 3,  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Suite 1806, Tower 1  
The Gateway  
25 Canton Road  
Tsimshatsui, Kowloon  
Hong Kong

24 April 2026

*To the Shareholders,*

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders’ consideration and, if thought fit, approval of:

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## LETTER FROM THE BOARD

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- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate;
- (d) the re-election of Directors; and
- (e) the proposed amendments to the Articles.

### 2. VARIOUS MANDATES

On 27 June 2025, resolutions for the General Mandate, the Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

#### (a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot and/or otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury) up to 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total number of issued Shares was 1,016,189,000 Shares, all of which had been fully paid or credited as fully paid. Subject to the passing of the resolution granting the General Mandate and on the basis that no Shares will be allotted and issued or repurchased from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in the issue (or sale or transfer (for the case of treasury shares)) of up to 203,237,800 Shares. There is no present intention for any issuance (including any sale or transfer of treasury shares out of treasury) of Shares pursuant to the General Mandate.

#### (b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution and the Company may hold the Shares so repurchased in treasury.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 1,016,189,000 fully paid-up Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will

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## LETTER FROM THE BOARD

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be allowed under the Repurchase Mandate to repurchase a maximum of 101,618,900 Shares and the Company may hold the Shares so repurchased in treasury. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for the Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

### (c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate such number of Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue to be in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

### 3. RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation and, under code provision B.2.2 of the corporate governance code of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM.

<b>Name</b>	<b>Position</b>
(a) Mr. Hsia, Li Yan	Independent Non-executive Director
(b) Mr. Han Chia-Yau	Non-executive Director
(c) Mr. Harn Jia-Chen	Non-executive Director
(d) Mr. Han Jia-Hwan	Non-executive Director

All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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If re-elected at the AGM, Mr. Hsia, Li Yan, Mr. Han Chia-Yau, Mr. Harn Jia-Chen and Mr. Han Jia-Hwan will all hold office until the conclusion of the annual general meeting of the Company of 2029, subject to (a) the terms under their respective service contract(s) or letter(s) of appointment (as the case may be); and (b) rotation, removal, vacation or termination of their offices as Directors or the disqualification to act as Directors as set out in the Articles, the applicable laws and/or the Listing Rules. The particulars of Directors standing for re-election required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **Recommendations for re-election with respect to the Independent Non-executive Director(s) subject to retirement by rotation at the AGM**

Mr. Hsia, Li Yan has given the confirmation of his independence to the Company with reference to the factors set out in Rule 3.13 of the Listing Rules. Further, the Board is not aware of any circumstances that may influence Mr. Hsia, Li Yan in exercising his independent judgment. The Board considers Mr. Hsia, Li Yan to be independent in accordance with the independence guidelines as set out in the Listing Rules.

The Board considers that Mr. Hsia, Li Yan would bring to the Board their own perspectives, skills and experience as further described in his biography in Appendix II to this circular. In addition, based on the board diversity policy adopted by the Board, the Board considers that the strong and diversified education background, extensive experience and professional practice of Mr. Hsia, Li Yan as set out and illustrated in Appendix II to this circular also allow him to contribute to the diversity of the Board.

In view of the aforesaid reasons, the Board believes that Mr. Hsia, Li Yan should be re-elected as independent non-executive Director at the AGM.

#### **4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The existing Memorandum and Articles can be read from the website of the Stock Exchange and the Company. In order to ensure alignment with applicable laws of the Cayman Islands and the Listing Rules, it is proposed that certain amendments to be made to the existing Articles. Special resolutions will be proposed at the AGM to amend the Articles, and the amendments to be brought about are set out in Appendix III to this circular (the "Proposed Amendments").

The legal advisers to the Company as to the laws of Hong Kong and the laws of the Cayman Islands have respectively confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the Companies Act (Revised) of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 48 to 52 of this circular and a form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment of such meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment of such meeting should you so desire.

The Company will conduct the AGM with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the AGM either (a) through the physical meeting at Imperial Room III, Mezzanine Floor · Towers Wing, Royal Pacific Hotel, 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Kowloon, Hong Kong; or (b) through the eVoting Portal by visiting the website at <https://evoting.vistra.com/#/399> by using their computer, tablet device or smartphone.

Registered Shareholders will be able to attend the AGM, vote and submit questions or comments online through the eVoting Portal to the Company and other Shareholders. Each registered Shareholder's personalized login and access code will be sent to him or her or it separately around one week before the AGM. In the case of joint registered holders of any Share(s), only ONE PAIR of login and access code will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such Share(s) as if he or she or it was solely entitled thereto.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions through the eVoting Portal. In this regard, you should consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the "Intermediary") and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, you will be asked to provide your email address, before the time limit required by the relevant Intermediary. Details regarding the eVoting Portal including the login details will be emailed to you by the Company's branch share registrar, Tricor Investor Services Limited.

If any Shareholder has any question on the arrangements of the AGM, please contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at the following:

Address:	17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email:	<a href="mailto:is-enquiries@vistra.com">is-enquiries@vistra.com</a>
Telephone:	(852) 2980-1333 from 9:00 a.m. to 4:30 p.m. (Monday to Friday, excluding Hong Kong public holidays).

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## LETTER FROM THE BOARD

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### 6. CLOSURE OF REGISTER OF MEMBERS

The Hong Kong branch register of members of the Company will be closed from 22 June 2026, Monday, to 26 June 2026, Friday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. The record date will be 26 June 2026, Friday. No transfer of the Shares may be registered during the said period. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. (Hong Kong time) on 18 June 2026, Thursday.

### 7. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll. For the avoidance of doubt, holders of treasury shares shall abstain from voting on matters that require Shareholders' approval at the AGM.

### 8. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

### 9. RESPONSIBILITY OF THE DIRECTORS

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

Yours faithfully,  
By order of the Board  
**DaChan Food (Asia) Limited**  
**James Chun-Hsien Wei**  
*Chairman*

*The English transliteration of the Chinese name(s) in this circular (if any), where indicated with \*, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese names.*

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## **APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

### **1.    SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares was 1,016,189,000, all of which had been fully paid or credited as fully paid.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted, issued and/or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 101,618,900 Shares, which may be held in treasury, representing 10% of the number of issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

### **2.    REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

### **3.    FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with the Memorandum and Articles and the laws of the Cayman Islands.

That is to say, any repurchase of Shares may be purchased out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 December 2025, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. The Directors do not propose to exercise

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## **APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

### **4.    STATUS OF REPURCHASED SHARES**

In the event that the Company conducts a repurchase of Shares, the Company may cancel any repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

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

### **5.    EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING**

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of the increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,016,189,000 to 914,570,100.

As at the Latest Practicable Date, Great Wall Enterprise, through its wholly-owned subsidiary Great Wall International (Holdings) Ltd., which in turn through Waverley Star Limited, Asia Nutrition Technologies Corporation and Great Wall FeedTech (Holdings) Ltd., its wholly-owned subsidiaries, held a total of 626,105,852 Shares representing approximately 61.61% of the total issued Shares.

If, which is not presently contemplated, the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Great Wall Enterprise would be increased from 61.61% to 68.46% approximately as a result of a decrease in the number of issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known

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## APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

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to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float falling below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

### 6. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<b>2025</b>		
April	0.690	0.590
May	0.670	0.590
June	0.640	0.590
July	0.670	0.590
August	0.680	0.610
September	0.670	0.610
October	0.670	0.580
November	0.680	0.600
December	0.610	0.485
<b>2026</b>		
January	0.650	0.490
February	0.640	0.560
March	0.670	0.550
April (up to the Latest Practicable Date)	0.660	0.580

### 7. REPURCHASE OF SHARES

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

### 8. GENERAL

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

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**APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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No core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws.

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

**1. Mr. Hsia, Li Yan**

Mr. Hsia, Li-Yan (夏立言), also known as Andrew L.Y. Hsia, aged 75, has been appointed as an independent non-executive Director of the Company and served as a member of the Remuneration Committee, the Audit Committee and the Nomination Committee since 1 March 2021. Mr. Hsia, Li-Yan has been appointed as the chairman of the remuneration committee of the Company with effect from 30 June 2023. Mr. Hsia, Li-Yan is a director of WALSIN LIHWA CORPORATION, which shares are listed on the Taiwan Stock Exchange, and the Deputy CEO of Phu My Hung Holdings Group.

Mr. Hsia, Li-Yan holds a bachelor's degree of law from Fu Jen Catholic University, a master's degree of diplomacy from National Chengchi University and a master's degree of law from the University of Oxford in the United Kingdom.

Mr. Hsia, Li-Yan has entered into a letter of appointment with the Company and under the letter of appointment, he is entitled to receive an annual remuneration of HK\$200,000.

The re-election of Mr. Hsia, Li-Yan as an independent non-executive Director will enhance the professional background of the Board in the area of law.

As at the Latest Practicable Date, Mr. Hsia, Li-Yan has no interest or short position in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

**2. Mr. Han Chia-Yau**

Mr. Han Chia-Yau (韓家宇), aged 76, has been a non-executive Director of the Company and a member of the remuneration committee of the Company since 2007. Mr. Han Chia-Yau joined GWE in 1991 and he was the vice chairman of the board of directors of GWE from 1995 to 2001. Since 2001, he has been the chairman of GWE. He is also a director of TTET Union Corporation, which shares are listed on the Taiwan Exchange.

Mr. Han Chia-Yau obtained a bachelor's degree from Chung Yuan Christian University (中原理工學院) and a master's degree in Computer Science from the University of Connecticut in 1973 and 1978 respectively. He is an older brother of Mr. Harn Jia-Chen, Mr. Han Jia-Hwan and Mr. Han Chia-Yin and an uncle of Mr. Jonathan Fang-Tsu Han.

Mr. Han Chia-Yau has entered into a letter of appointment with the Company and under the letter of appointment, he is entitled to receive an annual remuneration of HK\$150,000.

As at the Latest Practicable Date, Mr. Han Chia-Yau has no interest or short position in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

### 3. Mr. Harn Jia-Chen

Mr. Harn Jia-Chen (韓家宸), aged 71, has been re-designated as a non-executive Director of the Company with effect from 1 March 2020. He has been a member of the nomination committee of the Company since 2007, and has been a member of the remuneration committee of the Company with effect from 1 January 2019. During the period from 1 January 2019 to 29 February 2020, Mr. Harn Jia-Chen was re-designated as an executive Director of the Company, and was appointed as the chairman of the board of directors of the Company and the chairman of the executive committee of the Company. During the period from June 2001 to June 2025, he served as the vice chairman of the board of directors of GWE. During the period from 1995 to October 2025, he has been the chairman of the board of directors of Great Wall Food (Tianjin) Co., Ltd. (大成食品(天津)有限公司), a subsidiary of GWE engaged in flour production. During the period from February 1999 to May 2025, he has been the chairman of the board of directors of DaChan Wanda (Tianjin) Co., Ltd. (大成萬達(天津)有限公司). During the period from 2003 to October 2025, he has been the chairman of the board of directors of DaChan Showa Food (Tianjin) Co., Ltd. (大成昭和食品(天津)有限公司). From May 2006 to April 2015, he was the president of Taiwan Asset Enterprise Association of Tianjin (天津市臺灣同胞投資企業協會). Since May 2015, he has been the honorary president of Taiwan Asset Enterprise Association of Tianjin. From April 2007 to May 2010, he was elected as the vice-chairman of the Association of Taiwan Investment Enterprises on the Mainland (全國臺灣同胞投資企業聯誼會). From May 2010 to April 2015, he was elected as the standing vice president of the Association of Taiwan Investment Enterprises on the Mainland. Since May 2015, he has been the consultant of the Association of Taiwan Investment Enterprises on the Mainland. He is also a director of DaChan Wanda (HK) Limited, Hwabei Agri Corporation and Union Manufacturing Limited.

Mr. Harn Jia-Chen obtained his master's degree in business administration from the University of New Haven in 1986. He is an older brother of Mr. Han Jia-Hwan, Mr. Han Chia-Yin, a younger brother of Mr. Han Chia-Yau and an uncle of Mr. Jonathan Fang-Tsu Han.

Mr. Harn Jia-Chen has entered into a letter of appointment with the Company and under the letter of appointment, he is entitled to receive an annual remuneration of HK\$150,000.

As at the Latest Practicable Date, Mr. Harn Jia-Chen has no interest or short position in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

**4. Mr. Han Jia-Hwan**

Mr. Han Jia-Hwan (韓家寰), aged 70, has been re-designated as a non-executive Director of the Company with effect from 1 January 2019. He has also been a member of the nomination committee of the Company since 2007. From 2007 to 2018, Mr. Han Jia-Hwan had been an executive Director of the Company, the chairman of the board of directors of the Company, a member of the remuneration committee and nomination committee and the chairman of the executive committee of the Company. He is also the chairman of Taixu & DaChan Foods Co., Limited, a director of Taixu & DaChan Foods Holdings Co., Limited and Great Wall Agritech (Liaoning) Company Limited (BVI). Mr. Han Jia-Hwan has over 30 years of experience in feeds and food production business in the Asia Pacific region. In recognition of his contributions to the agricultural industry, Mr. Han Jia-Hwan was elected as one of the Taiwan Ten Outstanding Young Persons (台灣十大傑出青年) in 1994. Mr. Han Jia-Hwan received his bachelor's degree in business administration from National Cheng-chi University (國立政治大學) and a master's degree in business administration from the University of Chicago in 1977 and 1983 respectively. He is a younger brother of Mr. Han Chia-Yau, Mr. Harn Jia-Chen, an older brother of Mr. Han Chia-Yin and the father of Mr. Jonathan Fang-Tsu Han.

Mr. Han Jia-Hwan has entered into a letter of appointment with the Company and under the letter of appointment, he is entitled to receive an annual remuneration of HK\$150,000.

As at the Latest Practicable Date, Mr. Han Jia-Hwan has no interest or short position in the shares of the Company and its associated corporations within the meaning of Part XV of the SFO.

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received by the above Directors to be re-elected at the AGM for the year ended 31 December 2025 are set out in the table below:

<b>Directors</b>	<b>Directors' fees</b> <i>(RMB'000)</i>	<b>Salaries, allowances and benefits in kind</b> <i>(RMB'000)</i>	<b>Discretionary bonus</b> <i>(RMB'000)</i>	<b>Retirement scheme contributions</b> <i>(RMB'000)</i>	<b>Total remuneration</b> <i>(RMB'000)</i>
Mr. Hsia, Li Yan	233	–	–	–	233
Mr. Han Chia-Yau	187	–	–	–	187
Mr. Harn Jia-Chen	177	–	–	–	177
Mr. Han Jia-Hwan	167	–	–	–	167

The emoluments to be received in 2026 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar positions.

**OTHER INFORMATION**

The terms of office of all of the aforesaid Directors, if re-elected, are subject to (a) the terms under their respective letters of appointment; and (b) rotation, removal, vacation or termination of their offices as Directors or the disqualification to act as Directors as set out in the Articles, the applicable laws and the Listing Rules.

Save as disclosed in this circular:

- (a) in the past three years up to the Latest Practicable Date, the above Directors did not hold any directorship in any listed public company in Hong Kong or overseas or any other positions within the Company or any other members of the Group;
- (b) as at the Latest Practicable Date, the above Directors did not have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the SFO and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company;
- (c) there is no information which is required to be disclosed in relation to the above Directors pursuant to any of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and
- (d) the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

Details of the proposed amendments to the Articles are set out as follows:

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

1.(b)            “electronic” means relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act;

“electronic communication” means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;

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

“electronic meeting” means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Shareholders and/or proxies and/or Directors by means of electronic facilities;

“electronic signature” means an electronic symbol or process attached to or legally associated with an electronic communication and executed or adapted by a person with the intent to sign the electronic communication;

“Electronic Transactions Act” means the Electronic Transactions Act (Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

...

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

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

...

“Meeting Location(s)” has the meaning given to it in Article 71A;

...

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

“place”/“Place” for the purpose of these Articles, shall be taken to include an electronic and virtual platform;

“Principal Meeting Place” shall have the meaning given to it in Article 65;

...

“Transfer Office” means the place where the principal register of Shareholders is located for the time being; and

“Treasury Share(s)” means Share(s) that was previously issued but was repurchased or redeemed or surrendered to the Company and not cancelled and is held by the Company as treasury share(s).

...

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere;~~and~~
- (iv) any requirements as to delivery under these Articles include delivery in the form of an electronic record (as defined in the Electronic Transactions Act);
- (v) section 8 and 19 of the Electronic Transactions Act shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
- (vi) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the statutes and other applicable laws, rules and regulations, any visible form, substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Shareholder’s election comply with all applicable statutes, rules and regulations;
- (vii) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Shareholder, proxies and/or Director (including, without limitation, the chairman of such meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the statutes and all other applicable laws, rules and regulations and these Articles, and the terms “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly;

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

- (viii) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to raise questions, make statements, speak or communicate, vote, be represented by a proxy, at a physical meeting, an electronic meeting or a hybrid meeting, and have access in hard copy or electronic form to all documents which are required by the statutes and all other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
- (ix) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
- (x) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (xi) references in these Articles to notices and proxies will apply mutatis mutandis to electronic notices and electronic proxies provided always that said electronic notices and electronic proxies shall be designed, restricted and limited to their respective use in accordance with these Articles for notices or proxies as may be relevant;
- (xii) where a Shareholder is a corporation, any reference in these Articles to a Shareholder shall, where the context requires, refer to a duly authorised representative of such Shareholder;

**Article No. Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

(xiii) nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it; and

~~(iv)~~(xiv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

...

(e) A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all Shareholders for the time being entitled to receive notice of and to attend, speak and vote at general meetings of the Company shall, for the purpose of these Articles, be treated as an Ordinary Resolution duly passed at a general meeting of the Company duly convened and held and, where relevant as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last person to sign, and where the resolution states a date as being the date of his signature thereof by any Shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, and signed by one or more relevant Shareholders.

5.(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated by at least three-fourths of the voting rights of the members holding shares in that class (excluding Treasure Shares) present and voting in person or by proxy at a separate general meeting of members of the class where the quorum for such meeting shall be holders of at least one third of the issued shares of the class (other than the Company in respect of the Treasury Shares). To every such separate general meeting, the provisions of these Articles relating to general meetings, except for the quorum requirements, shall mutatis mutandis apply.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

14. The Company may by Special Resolution reduce its share capital or ~~undistributable~~ capital redemption reserve in any manner authorised, and subject to any conditions prescribed, by law.
15. (d) Subject to the Companies Act, the Listing Rules and all applicable laws, rules and regulations, the Company is further authorised to hold any Shares that have been purchased or redeemed by the Company or surrendered to the Company in the name of the Company as Treasury Shares.
- (e) Subject to the Companies Act, Shares that have been purchased or redeemed by the Company or surrendered to the Company may not be treated as cancelled and may be held as Treasury Shares. In the event that the Board does not resolve or specify that the relevant Shares that have been purchased or redeemed by the Company or surrendered to the Company are to be held as Treasury Shares, such Shares shall be cancelled. Any Treasury Shares shall continue to be classified as Treasury Shares until such Treasury Shares are either cancelled or transferred in accordance with the Companies Act.
- (f) The Company shall be entered in the Register as holding such Shares as Treasury Shares, provided that:
- (i) the Company shall not be treated as a Shareholder for any purpose and shall not exercise any rights in respect of those Treasury Shares, and any purported exercise of such a right shall be void; and
- (ii) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares of the Company at any given time, whether for the purposes of these Articles or the Companies Act.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

- (g) No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company’s assets (including any distribution to Shareholders on a winding up) may be declared or paid in respect of a Treasury Share.
- (h) Nothing in Article 15(f) prevents an allotment of Shares as fully paid bonus shares in respect of a Treasury Share and Shares allotted as fully paid bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.
- (i) Subject to the Companies Act, the Listing Rules and all applicable laws, rules and regulations, Treasury Shares may be sold or disposed of by the Company on such terms and conditions as determined by the Board, the Board may by a resolution of the Directors at any time:
- (i) Cancel any one or more Treasury Shares; or
- (ii) Transfer any one or more Treasury Shares to any person, whether or not for valuable consideration.
- 17.(d) The Register may, after notice has been given by advertisement in a newspaper circulating generally in Hong Kong or where applicable, subject to the Listing Rules, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine, and by sending a notice to the Shareholders, which may be extended for no more than another 30 days in respect of any year by an Ordinary Resolution of the Shareholders passed in that year.
20. Every share certificate hereafter issued shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to speak and vote at general meetings, must include the words “restricted voting” or “limited voting” or “non-voting” or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

62. At all times during the Relevant Period, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall generally be held within six months after the end of the Company's financial year. The annual general meeting shall be held in the Relevant Territory or elsewhere or at one or more locations as provided in Articles 71A, or as a hybrid meeting or as an electronic meeting, as may be determined by the Board and at such time and place(s) as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
64. The Board may, whenever it thinks fit, convene an extraordinary general meeting and such meeting (or any adjournment or postponement thereof) shall be held in the Relevant Territory or elsewhere and at one or more locations as provided in Articles 71A, or as a hybrid meeting or as an electronic meeting, as may be determined by the Board and at such time and place(s) as the Board shall appoint. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, 10% or more of the voting rights, on a one vote per share basis, in the share capital of the Company, and that they shall be entitled to add resolutions to such meeting's agenda. Shareholder's requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so and if a physical meeting is convened, such meeting should be host at only one location which will be the Principal Meeting Place in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

65.            An annual general meeting shall be called by notice in writing of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a Special Resolution is to be considered shall be called by notice in writing of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by notice in writing of not less than fourteen (14) clear days and not less than ten (10) clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify ~~the place, the day, the hour and~~ (a) the day, the hour of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d) the agenda of meeting and particulars of the resolutions to be considered at that meeting and, in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:–
- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend, speak and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend, speak and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the Shares giving that right.

- | <b>Article No.</b> | <b>Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)</b>  |
|--------------------|---|
| 68.                | For all purposes the quorum for a general meeting shall be 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to <u>spea<u>k</u> and <u>vote</u> or, for quorum purpose only, two persons appointed by the clearing house as authorised representative(s) or proxy(ies)</u> . No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.   |
| 69.                | If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and <del>place</del> <u>as shall be decided by the Board (where applicable) such place and in such form and manner referred to in Article 71A as the Chairman of the meeting (or in default, the Board) determines</u> , and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to <u>spea<u>k</u> and <u>vote</u></u> shall be a quorum and may transact the business for which the meeting was called. |
| <u>70A.</u>        | <u>If the Chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 69 above) shall preside as Chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u>   |

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

71.                    Subject to Article 71C, The Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given in the same manner as in the case of an original meeting, specifying ~~the~~(a) ~~place,~~ the day, and the hour of the adjourned meeting, (b) ~~save for an~~ electronic meeting, the place of the adjourned meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 71A, the Principal Meeting Place, and (c) if the adjourned meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the adjourned meeting or where such details will be made available by the Company prior to the meeting, ~~shall be given in the same manner as in the case of an original meeting~~ but ~~it~~ the notice 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 notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

71A.                    (a) The Board may, at its absolute discretion, arrange for persons entitled to attend and speak at a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the "Meeting Location(s)") determined by the Board at its absolute discretion. Any Shareholder or any proxy attending and participating in such way or any Shareholder or any proxy participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

(b) All general meetings are subject to the following and, where appropriate, all references to a “Shareholder” or “Shareholders” in this sub-paragraph (b) shall include a duly authorised representative or duly authorized representatives or a proxy or proxies respectively:

(i) where a Shareholder is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;

(ii) Shareholders present in person (or, in the case of a Shareholder being a corporation or clearing house, by its duly authorised representative) or by proxy at a Meeting Location and/or Shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to speak and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings are valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Shareholders at all Meeting Locations and Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to simultaneously participate in the business for which the meeting has been convened and communicate with each other simultaneously and instantaneously;

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

(iii) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available throughout the meeting by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(iv) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice for the meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

71B. The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance, speaking and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is not able to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Shareholder so to attend the meeting, adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

71C. If it appears to the Chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(a) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behavior or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

then, without prejudice to any other power which the Chairman of the meeting may have under these Articles or at common law, the Chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

71D. The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction as the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

71E.                    If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting (such circumstances, the “Circumstances”). This Article shall be subject to the following:

(a) when a meeting is so postponed due to one or more of the Circumstances as set out in the original notice of a general meeting, the Company shall endeavour to send a notice of such postponement with a new date for the postponed general meeting (if such new date has not yet been provided in the original notice of the general meeting) on the Company’s website as soon as practicable (provided that failure to send such a notice shall not affect the automatic postponement of such meeting), but otherwise the Company shall, in accordance with paragraph (c) below, endeavor to publish a new notice of a postponed general meeting;

(b) when only the form of the meeting or electronic facilities as specified in the notice are changed, while other details of the notice remain unchanged, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

(c) subject to paragraphs (a) and (b) above, when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Shareholders of such details in such manner as the Board may determine and in compliance with the notice requirements under Article 180 (A) (ii); further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than forty-eight (48) hours before the time of the postponed or changed meeting; and

(d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Shareholders.

71F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

71G. Without prejudice to other provisions in Article 71, a physical meeting may also be held by means of such telephone, electronic or other communication facilities permitting all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

71H Without prejudice to Articles 71A to 71G, and subject to the statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. Each Member or (in the case of a Member being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the Chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.

72.(b) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

(i) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to attend, speak and vote at the meeting; or

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

(ii) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to attend, speak and vote at the meeting; or

(iii) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to attend, speak and vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or

(iv) by any Director or Directors who, individually or collectively, hold proxies in respect of the Shares representing five percent (5%) or more of the total voting rights of all the Shareholders having the right to attend, speak and vote at such meeting.

85. Any Shareholder entitled to attend, speak and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend, speak and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and speak and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

87A.                    The Company may, at its absolute discretion, provide an electronic address or electronic means for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address or electronic means is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address or by such electronic means of submission, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. The Company may also from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company and decide what method should be used to determine at what time the instruction or notification is treated as being received by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address or via electronic means of submission provided in accordance with this Article or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

88.            The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, or an electronic copy thereof, may~~shall~~ be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address or electronic means of submission in accordance with the preceding paragraph, shall be received at the electronic address specified or via electronic means of submission, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending, speaking and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

90.            The instrument appointing a proxy to attend, speak and vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

91. A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least 2 hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.
- 92.(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint one or more proxies or authorise such person or persons as it thinks fit to act as its representative or representatives at any creditors meeting or at any general meeting of the Company or at any meeting of any class of Shareholders, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders, provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands and the right to speak.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

93.                    Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:
- (a)                    in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the Chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting or postponed meeting at which the person so authorised proposes to vote or handed to the Chairman of the meeting at the meeting; and
  - (b)                    in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the corporate representative proposes to vote.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

153.            (a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserves which are available for distribution (including ~~any~~ its share premium account ~~or undistributable~~ and capital redemption reserve), or any undivided profits not required for the payment or provision of the Dividend on any Shares with a preferential right to Dividend, by appropriating such sum or profits to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in such proportion as may be approved by the Board, whether pro-rata to all Shareholders or otherwise either in or towards paying up any amounts for the time being unpaid on any Shares held by such Shareholders respectively or paying up in full unissued Shares or debentures or other securities of the Company to be allotted and distributed credited as fully paid to and amongst such Shareholders in such proportion as may be approved by the Board as aforesaid, or partly in one way and partly in the other.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

175.            (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent ~~by post~~ together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person

...

(d) The requirement to send to a person referred to in Article 175(b) and 175(c) the documents referred to in that article shall be deemed satisfied where, in accordance with the Companies Act, the Electronic Transactions Act and the Listing Rules, the Company publishes copies of the documents referred to in Article 175(b) and 175(c) on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

- 180.(A)            (ii) Except where otherwise expressly stated and subject to Companies Act and the Listing Rules, any notice or document (including a share certificate and any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either (a) personally; or (b) by sending it through the post or courier in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or; or (c) by delivering or leaving it at that address addressed to the Shareholder; or (d) to the extent permitted by the Listing Rules and all applicable laws and regulations, by sending or transmitting it as an electronic communication at such electronic number or address or website supplied by the Shareholder to the Company, or by publishing it on the Company's website or the website of the HK Stock Exchange pursuant to the Listing Rules; or (e) by any other means authorised in writing by the Shareholder concerned or (in the case of a notice) by publishing it by way of advertisement in the Newspapers; or other publication or otherwise making it available to such person through any other means to the extent permitted by and in accordance with the requirements of the HK Stock Exchange, statute and other application laws, rules and regulations. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. ~~Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a computer network and notifying the Shareholder concerned, in such manner as he may from time to time authorise, that it has been so published.~~

**Article No.            Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

- 180.(B)            (i) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office, or to the electronic address or through electronic means as provided by the Company in accordance with Article 87A.
- (ii) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board. Every Shareholder or a person who is entitled to receive notice from the Company under the provisions of the statutes or these Articles may register with the Company an electronic address to which notices can be served upon him. The signature to any notice to be given by the Company may be written, or printed or in electronic form.

**Article No. Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)**

182. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document if published or placed on the Company's website or website of the HK Stock Exchange, shall be deemed to have been served or delivered on the day on which such notice or other document first so appears on the Company's website or the website of the HK Stock Exchange. Any notice or document, if sent by electronic means (including through any relevant system, other than making it available on the Company's website), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company: and transmitted from the server of the Company or its agent, and in proving such transmission or sending of notice or document thereof, a certificate in writing signed by the secretary or other person appointed by the Board as to the act and time of such transmission or sending of notice or document thereof, shall be conclusive evidence thereof. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in a newspaper or on a computer network ~~other publication~~ permitted under these Articles, shall be deemed to have been served or delivered on the day it was first so published.

- | <b>Article No.</b> | <b>Provisions in the Amended and Restated Articles of Association (showing changes to existing Articles)</b>  |
|--------------------|---|
| 183.               | A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.  |
| 185.               | Any notice or document delivered or sent <del>by post to</del> , or left at the registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares. |
| 186.               | The signature to any notice or document to be given by the Company may be written or printed <u>or in electronic form</u> .   |
| 192.               | The Company may exercise the power to cease sending cheques for Dividend entitlements or Dividend warrants <del>by post</del> if such cheques or warrants remain uncashed on 2 consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered.   |
| 196.(d)            | Such of the provisions of these Articles as are applicable to fully paid Shares shall apply to stock, and the words "Share" and "Shareholder" herein shall include "stock" and "stockholder" and " <u>Member</u> ".   |

**Article No.**            **Provisions in the Amended and Restated Articles of Association  
(showing changes to existing Articles)**

FINANCIAL YEAR

197.                    The Directors shall determine the financial year of the Company and may change it from time to time. Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and shall begin on 1 January in each year.

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## NOTICE OF ANNUAL GENERAL MEETING

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### DACHAN FOOD (ASIA) LIMITED

大成食品(亞洲)有限公司

(the “Company”)

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3999)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “AGM”) will be held on 26 June 2026, Friday at 3:00 p.m. (Hong Kong time) with the combination of (a) a physical meeting at Imperial Room III, Mezzanine Floor · Towers Wing, Royal Pacific Hotel, 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Kowloon, Hong Kong and (b) a virtual meeting online at <https://evoting.vistra.com/#/399> for the purpose of transacting the following business:

#### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditors of the Company (the “**Auditors**”) for the year ended 31 December 2025.
2. To re-appoint Messrs. KPMG as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and authorise the board of the Directors (the “**Board**”) to fix the Auditors’ remuneration.
3. To re-elect:
  - (a) Mr. Hsia, Li Yan as an independent non-executive Director until the conclusion of the annual general meeting of the Company of 2029;
  - (b) Mr. Han Chia-Yau as a non-executive Director until the conclusion of the annual general meeting of the Company of 2029;
  - (c) Mr. Harn Jia-Chen as a non-executive Director until the conclusion of the annual general meeting of the Company of 2029; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) Mr. Han Jia-Hwan as a non-executive Director until the conclusion of the annual general meeting of the Company of 2029.

4. To authorise the Board to fix the Directors' remuneration.

### SPECIAL BUSINESS

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

5. **“THAT**

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (“**Shares**”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities (including any sale or transfer of treasury shares of the Company) and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares (together with the treasury shares to be sold or transferred) which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of this resolution; and

(b) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

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## NOTICE OF ANNUAL GENERAL MEETING

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and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

6. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares and the Company may hold the Shares so repurchased in treasury, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
  - (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
  - (c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing this resolution; and
  - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - i. the conclusion of the next annual general meeting of the Company;
    - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
    - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
7. **“THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 5 and 6 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 6 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 5 above.”

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider and, if thought fit, to pass the following resolution (with or without modification) as special resolutions:

8. “**THAT**

- (a) the proposed amendments to the existing articles of association of the Company be and are hereby approved and adopted, the details of which are set out in Appendix III to the circular of the Company dated 24 April 2026 of which this notice forms part; and
- (b) any Director and/or registered office service provider be and are hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board  
**DaChan Food (Asia) Limited**  
**James Chun-Hsien Wei**  
*Chairman*

Hong Kong, 24 April 2026

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 24 April 2026. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on the form together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed from 22 June 2026 (Monday) to 26 June 2026 (Friday) (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. The record date will be 26 June 2026, Friday. No transfers of Shares may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on 18 June 2026, Thursday.
4. With regard to resolutions no. 5 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 5 above.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the above resolutions will be voted by way of poll; shareholders of the Company who have material interests (within the meaning of the Listing Rules) in the transactions to be approved by the above resolutions are required to abstain from voting in relevant resolutions. For the avoidance of doubt, holders of treasury shares shall also abstain from voting at the AGM.
6. This year, the Company will conduct the AGM using eVoting Portal, which allows Shareholders to participate the AGM online in a convenient and efficient way from anywhere with an internet connection. Registered Shareholders will be able to attend the AGM, vote and submit questions or comments online through the eVoting Portal to the Company and other Shareholders. Each registered Shareholder’s personalized login and access code will be sent to him or her or it separately around one week before the AGM. In the case of joint registered holders of any Share(s), only ONE PAIR of login and access code will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such Share(s) as if he or she or it was solely entitled thereto.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions or comments online through the eVoting Portal to us and other Shareholders. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

For online voting at the AGM, the Shareholders can refer to our separate letter to be sent to you and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Company’s share registrar in Hong Kong, Tricor Investor Services Limited via their hotline at (852) 2990 1333 from 9:00 a.m. to 4:30 p.m. (Monday to Friday, excluding Hong Kong public holidays).

7. Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:
  - (1) attend the AGM in person and vote via smartphones or designated mobile devices at the AGM venue; or
  - (2) attend the AGM via eVoting Portal which enables live streaming and interactive platform for Q&A and submit their voting online; or
  - (3) appoint Chairman of the AGM or other persons as your proxy to vote on your behalf.

Your proxy’s authority and instruction will be revoked if you attend and vote in person at the AGM or via the eVoting Portal.

8. No refreshments or drinks will be served and no souvenirs will be distributed at the AGM.
9. The AGM would proceed as arranged on Friday, 26 June 2026 regardless of whether or not a rainstorm warning signal or a tropical cyclone warning signal is in force in Hong Kong at any time on that day. However, if there is no quorum present in accordance with the Articles, the AGM should be adjourned in the same day in the next week and at such time and place as shall be decided by the Board.

*As at the date of this notice, Mr. James Chun-Hsien Wei (Chairman) and Mr. Han Chia-Yin are the executive directors of the Company, Mr. Han Chia-Yau, Mr. Harn Jia-Chen, Mr. Han Jia-Hwan, Mr. Chao Tien-Shin and Mr. Wei Anning are the non-executive directors of the Company, and Mr. Ting Yu-Shan, Mr. Hsia, Li-Yan, Ms. Lee Tsai, Yu-Ling and Mr. Kao, Koong-Lian are the independent non-executive directors of the Company.*