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

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

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大眾金融控股有限公司*

PUBLIC FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 626)

**PROPOSED AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page shall have the respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the SGM of the Company is set out on pages 28 to 29 of this circular.

Whether or not you are able to attend the SGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for holding the meeting. Completion of the form of proxy and its return will not preclude you from attending and voting in person at the SGM if you so wish.

PRECAUTIONARY MEASURES FOR THE SGM

Please see page 1 of this circular for various measures that might be implemented by the Company at the SGM to try to prevent and control the spread of COVID-19 in view of the latest developments (including relevant regulatory restrictions as imposed by the Hong Kong Government) and in addition to the hygiene measures that may be implemented by United Centre. Possible precautionary measures include but are not limited to:

- (1) Compulsory body temperature check for each attendee
- (2) Mandatory wearing of a surgical face mask throughout the meeting by each attendee
- (3) No provision of refreshments or beverages
- (4) No distribution of corporate gift

Any person who does not comply with the precautionary measures or is subject to any mandatory quarantine imposed by the Hong Kong Government on the date of the SGM or has close contact with any person with confirmed case or under quarantine will be denied entry into the meeting venue. The Company strongly recommends Shareholders to exercise their rights to vote at the SGM by appointing the chairman of the SGM as their proxies and to return their forms of proxy by the time specified above, instead of attending the SGM in person.

28 April 2022

* For identification purpose only

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PRECAUTIONARY MEASURES FOR THE SGM

To safeguard the health and safety of attendees and to prevent the spreading of COVID-19, the Company might, in view of the latest developments (including relevant regulatory restrictions as imposed by the Hong Kong Government) and in addition to the hygiene measures that may be implemented by United Centre, implement the following precautionary measures at the SGM to reduce the chance of infection and exposure for the attendees. Relevant measures include but are not limited to:

1. Compulsory body temperature checks will be conducted for each of the Shareholders, proxies and other attendees at the entrance of the meeting venue. Any person with a body temperature of over 37.5 degrees Celsius or has any flu-like symptoms or is otherwise unwell, or is subject to the mandatory quarantine order imposed by the Hong Kong Government or has close contact with any person with confirmed case or under quarantine will be denied entry into, or be required to leave, the meeting venue.
2. Each attendee must wear a surgical face mask inside the meeting venue throughout the entire meeting and to maintain a safe distance between seats. **Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.**
3. The seating distance inside the meeting venue will be widened so as to reduce interaction among attendees. **As a result, only a limited number of seats will be provided.**
4. No refreshments or beverages will be served.
5. No corporate gift will be distributed.

Attendees are requested to observe and practise good personal hygiene at all times at the meeting venue. The Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the attendees at the SGM.

The Company would like to remind all attending Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights. In light of the risk posed by the COVID-19 pandemic, **the Company strongly recommends Shareholders to exercise their rights to vote at the SGM by appointing the chairman of the SGM as their proxies and to return their forms of proxy as early as possible, instead of attending the SGM in person.**

If any Shareholder chooses not to attend the SGM in person but has any question about any resolution or about the Company, or has any matter for putting to the Board of Directors of the Company, he/she is welcome to send such question or matter in writing to the Company's principal place of business or to the Company's email at investor@publicbank.com.hk.

Due to the ever-evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Shareholders are advised to check the Stock Exchange's website at www.hkexnews.hk or the Company's website at www.publicfinancial.com.hk for further announcements and updates on the SGM arrangements that may be issued.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Announcement”	the announcement of the Company dated 25 April 2022 relating to the Proposed Amendments
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as adopted, amended or altered from time to time
“Company”	Public Financial Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 626)
“Director(s)”	the director(s) of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Amendments”	the proposed amendments to the Bye-laws set out in the Appendix to this circular
“SGM”	the special general meeting of the Shareholders to be convened on Friday, 20 May 2022 at 11:30 a.m. (or immediately after the conclusion of the postponed 2022 annual general meeting of the Company to be held at the same venue and on the same day, or any adjournment thereof) at Room 1-2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong or any adjournment thereof for approving the Proposed Amendments
“Share(s)”	the ordinary share(s) of HK\$0.10 each in issue and unissued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



大眾金融控股有限公司*
PUBLIC FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 626)

Non-Executive Directors:

Tan Sri Dato' Sri Dr. Teh Hong Piow (*Chairman*)
Lai Wan (*Co-Chairman*)
Dato' Chang Kat Kiam
Chong Yam Kiang
Quah Poh Keat

Executive Director:

Tan Yoke Kong

Independent Non-Executive Directors:

Lee Chin Guan
Lim Chao Li
Cheah Kim Ling

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and

Principal Place of Business:

2/F, Public Bank Centre
120 Des Voeux Road Central
Central, Hong Kong

28 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Amendments to the Bye-laws.

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the SGM for approving the Proposed Amendments.

2. PROPOSED AMENDMENTS TO THE BYE-LAWS

In order to bring the Bye-laws in line with (i) the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules which took effect on 1 January 2022 and (ii) the relevant requirements of the applicable laws of Bermuda, the Board proposed to amend the Bye-laws correspondingly. Furthermore, other amendments to the Bye-laws include explicitly setting out the flexibility of the Company to hold general meetings in physical form, hybrid form or electronic form as well as other corresponding and housekeeping amendments.

* *For identification purpose only*

LETTER FROM THE BOARD

The full text of the Proposed Amendments to the Bye-laws is set out in the Appendix to this circular.

A special resolution will be proposed at the SGM for the Proposed Amendments to the Bye-laws. Shareholders are advised that the Proposed Amendments are in English only and that the Chinese translation of the “PROPOSED AMENDMENTS TO THE BYE-LAWS” contained in the Appendix to the Chinese version of this circular is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments to the Bye-laws comply with the requirements of the Listing Rules and the legal advisers to the Company as to Bermuda laws have confirmed that the Proposed Amendments to the Bye-laws do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments to the Bye-laws.

SGM

The Company will convene the SGM at Room 1-2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 11:30 a.m. on Friday, 20 May 2022 (or immediately after the conclusion of the postponed 2022 annual general meeting of the Company to be held at the same venue and on the same day, or any adjournment thereof) or any adjournment thereof, at which a resolution will be proposed for the purpose of considering and, if thought fit, approving the resolution set out in the notice of the SGM as set out on pages 28 to 29 of this circular.

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution approving the Proposed Amendments.

A form of proxy for use in connection with the SGM is enclosed herewith. Such form of proxy can also be downloaded from the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.publicfinancial.com.hk. Whether or not you intend to be present and vote at the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time scheduled for the holding of the SGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM in person should you so wish. If you attend and vote at the SGM, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 16 May 2022 to Friday, 20 May 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 13 May 2022.

RECOMMENDATION

The Directors consider that the Proposed Amendments are in the best interests of the Company and its Shareholders as a whole and accordingly recommend you to vote in favour of the resolution relating thereto.

Yours faithfully,
Tan Sri Dato' Sri Dr. Teh Hong Piow
Chairman

Full text of the Proposed Amendments to the Bye-laws is set out below.

1. Bye-law 1

- By deleting the definition of “associates” in its entirety.
- By adding the following definition after the definition of “the Stock Exchange”:

“ “clear days” shall mean in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given;”
- By deleting the definition of “clearing house” in its entirety and replacing it with the following:

“ “clearing house” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including but not limited to Hong Kong Securities Clearing Company Limited;”
- By adding the following definition immediately after the definition of “clearing house”:

“ “close associates” in relation to any Director, shall have the same meaning as defined in the rules of the Stock Exchange as modified from time to time, except that for purposes of bye-law 103 where the transaction or arrangement to be approved by the board is a connected transaction referred to in the rules of the Stock Exchange, it shall have the same meaning as that ascribed to “associate” in the rules of the Stock Exchange;

“Company’s website” shall mean the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of bye-law 160(B) or, as subsequently amended by notice given to the shareholders in accordance with bye-law 160;”
- By adding the following definitions immediately after the definition of “electronic”:

““electronic communication” shall mean 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 meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;

“electronic signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;”

- By adding the following definitions immediately after the definition of “head office”:

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

“Meeting Location” shall have the meaning given to it in bye-law 75A;”
- By adding the following definitions immediately after the definition of “notice”:

“ “physical meeting” shall mean 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;

“Principal Meeting Place” shall have the meaning given to it in bye-law 69(2);”
- By adding the following definition immediately after the definition of “securities seal”:

“ “substantial shareholder” shall mean a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Stock Exchange from time to time) of the voting power at any general meeting of the Company;”
- By deleting the definition of “ “writing” or “printing” ” in its entirety and replacing it with the following:

“ “writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the Company’s website and, in each case, the shareholder concerned (where the relevant provision of these bye-laws require the delivery of service of any document or notice on him in his capacity as shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of

the relevant document or notice and the shareholder's election comply with all applicable laws and regulations and the requirements of the stock exchange of the relevant territories."

- By deleting the words "A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which not less than 21 days' notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, if it is so agreed by a majority in number of the members having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given." and replacing them with the following:

"A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of shareholders which are corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with bye-law 69(1)."

- By deleting the words "A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting held in accordance with these presents." and replacing them with the following:

"A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with bye-law 69(1).

A resolution shall be an extraordinary resolution ("**Extraordinary Resolution**") when it has been passed by a majority of not less than two-thirds of the votes cast by such shareholders as, being entitled so to do, vote in person or, in the case of such shareholders as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with bye-law 69(1).

In these bye-laws, unless there be something in the subject or context inconsistent herewith:

- (A) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these bye-laws and any shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
- (B) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
- (C) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
- (D) where a shareholder is a corporation, any reference in these bye-laws to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder; and
- (E) references to a document (including, 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."

2. Bye-law 4

By deleting bye-law 4(C) in its entirety and replacing it with the words "Intentionally deleted".

3. Bye-law 6

By deleting bye-law 6 in its entirety and replacing it with the following:

“6. Subject to the rules of the Stock Exchange, the Company may in accordance with the Statutes give such financial assistance for the purpose of an acquisition of its shares and other securities and any derivative securities on the Company’s securities in such manner and on such terms as the Directors shall think fit.”

4. Bye-law 14

By adding the following as a new bye-law 14(C):

“(C) The register and branch register of shareholders, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the register is kept in accordance with the Companies Act. The register including any overseas or local or other branch register of shareholders may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of the Stock Exchange or by any means in such manner as may be accepted by the Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the board may determine and either generally or in respect of any class of shares.”

5. Bye-law 36

By deleting bye-law 36 in its entirety and replacing it with the following:

“36. (A) Subject to the Companies Act, all transfers of shares shall be effected by transfer in writing in the usual or common form or in such other form as the Directors may accept and may be under hand only or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other means of execution as the Directors may approve from time to time.

(B) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules of the Stock Exchange that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the register or a branch register) may be kept by recording the particulars required by section 65 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules of the Stock Exchange that are or shall be applicable to such listed shares.”

6. Bye-law 48

By deleting the words “in the list of newspaper issued and published in the Gazette for this purposes of section 71A of the Companies Ordinance (Cap. 32) of Hong Kong” in bye-law 48(B)(iii) and replacing them with the words “for this purpose by the Stock Exchange”.

7. Bye-law 66

By deleting bye-law 66 in its entirety and replacing it with the following:

“66. Subject to the Companies Act, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (or such longer period as may be permitted by the rules of the Stock Exchange with the permission of the Company).”

8. Bye-law 67

By deleting bye-law 67 in its entirety and replacing it with the following:

“67. All general meetings other than annual general meetings shall be called special general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in bye-law 69(2), as a hybrid meeting or as an electronic meeting, as may be determined by the board in its absolute discretion.”

9. Bye-law 68

By deleting bye-law 68 in its entirety and replacing it with the following:

“68. The Directors may, whenever they think fit, convene a special general meeting, and shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Directors or the secretary, to require a special general meeting to be called by the board for the transaction of any business or resolution specified in such requisition and add resolutions to agenda of such meeting; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of section 74(3) of the Companies Act.”

10. Bye-law 69

By deleting bye-law 69 in its entirety and replacing it with the following:

“69. (A) An annual general meeting shall be called by notice of not less than twenty-one (21) clear days. All other general meetings (including a special general meeting) must be called by notice of not less than fourteen (14) clear days but if permitted by the rules of the Stock Exchange, a general meeting may be called by shorter notice than that specified in this bye-law be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.
- (B) The notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the board pursuant to bye-law 75A, the principal place of the meeting (the “**Principal Meeting Place**”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all shareholders other than to such shareholders as, under the provisions of these bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a shareholder and to each of the Directors and the auditors.”

11. Bye-law 72

By deleting bye-law 72 in its entirety and replacing it with the following:

“72. For all purposes the quorum for a general meeting shall be three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, three persons appointed by the clearing house as authorised representative or proxy, and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.”

12. Bye-law 75

By deleting bye-law 75 in its entirety and replacing it with the following:

“75. Subject to bye-law 75(C), the chairman 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(s) 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 fourteen days or more, at least seven clear days’

notice, specifying the details set out in bye-law 69(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no 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.”

13. Bye-law 75(A) to Bye-law 75(G)

By inserting the following immediately after bye-law 75 as new bye-law 75(A) to bye-law 75(G):

- “75. (A) (i) The board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“**Meeting Location(s)**”) determined by the board at its absolute discretion. Any shareholder or any proxy attending and participating in such way or any shareholder or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- (ii) All general meetings are subject to the following and, where appropriate, all references to a “shareholder” or “shareholders” in this sub-paragraph (ii) shall include a proxy or proxies respectively:
- (a) where a shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
- (b) shareholders present in person 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 vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that shareholders at all Meeting Locations and shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where 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 by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these bye-laws 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.

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

75. (C) If it appears to the chairman of the general meeting that:

- (i) 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 bye-law 75(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

- (ii) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (iii) 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
- (iv) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

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

75. (D) The board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). 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 bye-law 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.
75. (E) 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. This bye-law shall be subject to the following:

- (i) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);
 - (ii) when only the form of the meeting or electronic facilities specified in the notice are changed, the board shall notify the shareholders of details of such change in such manner as the board may determine;
 - (iii) when a meeting is postponed or changed in accordance with this bye-law, subject to and without prejudice to bye-law 75, 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; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these bye-laws not less than 48 hours before the time of the postponed or changed meeting; and
 - (iv) 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.
75. (F) 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 bye-law 75(C), 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.
75. (G) Without prejudice to other provisions in bye-law 75, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting."

14. Bye-law 76

By deleting bye-law 76 in its entirety and replacing it with the following:

“76. (A) At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

(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:

- (i) by at least three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (ii) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iii) by 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 in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

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

15. Bye-law 77

By deleting bye-law 77 in its entirety and replacing it with the words “Intentionally deleted”.

16. Bye-law 80

By deleting bye-law 80 in its entirety and replacing it with the words “Intentionally deleted”.

17. Bye-law 81

By deleting the words “a representative duly authorised under the Companies Act” immediately after the words “(being a corporation) is present by” in bye-law 81 and replacing them with the words “its duly authorised representative”.

18. Bye-law 82

By inserting the words “, the postponed meeting” immediately before the words “or adjourned meeting” in bye-law 82.

19. Bye-law 85

- By inserting the words “, the postponed meeting” immediately before the words “or adjourned meeting” in bye-law 85(B).
- By deleting bye-law 85(D) in its entirety and replacing it with the following:

“(D) All shareholders shall have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a shareholder is required, by the rules of the Stock Exchange, to abstain from voting to approve the matter under consideration.”
- By inserting the following as the new bye-law 85(E):

“(E) Where the Company has knowledge that any shareholder is, under the rules of the Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

20. Bye-law 87

By deleting bye-law 87 in its entirety and replacing it with the following:

“87. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.”

21. Bye-law 88

By deleting bye-law 88 in its entirety and replacing it with the following:

- “88. (A) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these bye-laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this bye-law or if no electronic address is so designated by the Company for the receipt of such document or information.
- (B) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice 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 in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight hours before the time for holding the meeting, postponed meeting or adjourned 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 twelve months from the date of its execution, except at a postponed meeting or an adjourned meeting or on a poll

demanded at a meeting, postponed meeting or an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

22. Bye-law 89

By deleting bye-law 89 in its entirety and replacing it with the following:

“89. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Directors may from time to time approve, provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business. The board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these bye-laws has not been received in accordance with the requirements of these bye-laws. Subject to aforesaid, if the proxy appointment and any of the information required under these bye-laws is not received in the manner set out in these bye-laws, the appointee shall not be entitled to vote in respect of the shares in question.”

23. Bye-law 91

By inserting the words “, the postponed meeting” immediately before the words “or adjourned meeting” in bye-law 91.

24. Bye-law 92

By deleting bye-law 92(ii) in its entirety and replacing it with the following:

“92. (ii) Where a shareholder is a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of 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. Each person so authorised under the provisions of this bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the aforementioned clearing house (or its nominee(s)) as if such

person was the registered holder of the shares of the Company held by the aforementioned clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands.”

25. Bye-law 95

By deleting the words “be subject to election by shareholders at the first general meeting after their appointment” in bye-law 95 and replacing them with “hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting”.

26. Bye-law 103

By deleting bye-law 103(A)(iii) in its entirety and replacing it with the following:

“103. (A) (iii) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the board approving any contract or arrangement or any other proposal in which he or any of his close associate(s) is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (a) the giving of any security or indemnity by the Company either:
 - (i) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (c) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

- (i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
- (ii) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (d) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company."

27. Bye-law 118

By deleting the words "The Company may by Special Resolution" at the beginning of bye-law 118 and replacing them with the words "The shareholders may by Ordinary Resolution".

28. Bye-law 120

By deleting bye-law 120 in its entirety and replacing it with the following:

"120. A meeting of the board may be convened by the secretary on request of a Director or by any Director. The secretary shall convene a meeting of the board whenever he shall be required so to do by any Director. Notice of a meeting of the board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or in such other manner as the board may from time to time determine."

29. Bye-law 129

By adding the following sentence at the end of bye-law 129:

"A notification of consent to such resolution given by a Director in writing to the board by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this bye-law. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the board has determined that such conflict of interest to be material."

30. Bye-law 158

By deleting bye-law 158 in its entirety and replacing it with the following:

- “158. (A) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed auditors of the Company. The Directors may fill any casual vacancy in the office of auditors, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act. Save as otherwise provided by the Companies Act, the remuneration of the auditor shall be fixed by the Company by Ordinary Resolution in general meeting or in such manner as the shareholders may determine and the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Directors.
- (B) The shareholders may, at any general meeting convened and held in accordance with these bye-laws, by Extraordinary Resolution remove the auditor at any time before the expiration of his term of office and shall by Ordinary Resolution at that meeting appoint another auditor in his stead for the remainder of his term.”

31. Bye-law 160

By deleting bye-law 160 in its entirety and replacing it with the following:

- “160. (A) Subject to bye-law 160(B), any notice or document to be given or issued under these bye-laws shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the newspapers or displaying the relevant notice conspicuously at the Office and the head office. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.
- (B) Subject to due compliance with the rules of the Stock Exchange, and to obtaining all necessary consents, if any, required and such consents being in full force and effect, any notice or document (including any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities and whether

or not given or issued under these bye-laws) may also be served by the Company on any shareholder or holder of other securities of the Company by electronic means:

- (i) at his electronic address or website as appearing in the register (if any); or
- (ii) at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or
- (iii) by placing it on the Company's website or the website of the Stock Exchange provided that where the relevant documents are the Company's directors' report, annual financial statements, auditors' report, interim report (and where applicable, a summary interim report) and, where applicable, a summary financial report, any service of such documents by placing on the Company's website or the website of the Stock Exchange shall also be accompanied by a notice of the publication ("**notice of publication**") of such documents on the Company's website given to the shareholder concerned in the manner referred to in bye-law 160(A) or in any other manner agreed between the shareholder concerned and the Company;

provided that (aa) in the case of joint holders of share, any consent required from the shareholder concerned for the purposes of this bye-law 160(B) shall be given by that one of the joint holders who is entitled to receive notice pursuant to bye-law 160(A); and (bb) the Company may, for the purposes of this bye-law 160(B), propose to its shareholders any one or more or all of the above means of electronic communication except that in the case of a notice of publication, it shall not be served by posting it on a website."

32. Bye-law 161

By deleting bye-law 161 in its entirety and replacing it with the following:

- "161. (A) Any shareholder whose registered address is outside the relevant territories may notify the Company in writing of an address in the relevant territories which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the shareholder is outside the relevant territories, notice, if given through the post, shall be sent by prepaid airmail letter where available.
- (B) Any shareholder who fails (and, where a share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to bye-law

160(B)) or a correct registered address to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to bye-law 160(B)) shall be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Directors in their absolute discretion so elect (and subject to them as re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Office and the head office or, if the Directors think fit, by advertisement in the newspapers, and, in the case of documents, by posting up a notice conspicuously at the Office and the head office addressed to such shareholder which notice shall state the address within the relevant territories at which he may obtain a copy of the relevant document. Any notice or document served in the manner so described shall be sufficient service as regards shareholders with no registered or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to bye-law 160(B)) or incorrect addresses, provided that nothing in this paragraph (B) shall be construed as requiring the Company to serve any notice or document on any shareholder with no or an incorrect registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to bye-law 160(B)), for the service of notice or document on him or on any shareholder other than the first named on the register of members of the Company.

- (C) If on three consecutive occasions notices or other documents have been sent through the post to any shareholder (or, in the case of joint holders of shares, the first holder named on the register) at his registered address or by electronic means to his electronic address or website (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to bye-law 160(B)) but have been returned undelivered, such shareholder (and, in the case of joint holders of a share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Directors may elect otherwise pursuant to paragraph (B) of this bye-law) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address (in the event that the shareholder concerned has

elected for service of any notice or document at his electronic address or website pursuant to bye-law 160(B)) for the service of notices and other documents on him.

- (D) Notwithstanding any election by a member, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the shareholder located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the shareholder concerned, place the same on the Company's website, and any such placement shall be deemed effective service on the shareholder, and the relevant notice and document shall be deemed to be served on the shareholder on the day on which the same is first placed on the Company's website.
- (E) Notwithstanding any election by a member from time to time to receive any notice or document through electronic means, such member may, at any time require the Company to send to him, in addition to an electronic copy thereof a printed copy of any notice or document which he, in his capacity as shareholder, is entitled to receive."

33. Bye-law 162

By deleting bye-law 162 in its entirety and replacing it with the following:

- "162. (A) Any notice or document sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the relevant territories and in proving such service it shall be sufficient to prove that the envelope or wrapper containing notice or document was properly prepaid (and in the case of an address outside the relevant territories where airmail service is available, airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the secretary or other person appointed by the Directors that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.
- (B) A notice served by advertisement in the newspapers shall be deemed to have been served on the day on which the notice is first published.
 - (C) Any notice or document sent by electronic transmission shall be deemed to have been served on the day on which the notice or document is sent.

- (D) Any notice or document placed on the Company's website is deemed given by the Company to a shareholder on the day the notice or document is placed on the Company's website except where the document is the Company's directors' report, annual financial statements or auditors' report and, where applicable, summary financial report, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder.
- (E) A notice served by display of the same at the Office and head office shall be deemed to have been served 24 hours after the notice was first so displayed.
- (F) Any notice or document served pursuant to bye-law 161(B) shall be deemed duly served 24 hours after the relevant notice was first displayed.
- (G) Subject to any applicable laws, rules and regulations and the terms of these bye-laws, any notice, document or publication may be given in the English language only or in both the English language and the Chinese language."

34. Bye-law 163

By adding the words "(including electronic address)" immediately after the words ", or by any like description, at the address" in bye-law 163.

35. Bye-law 166

By deleting bye-law 166 in its entirety and replacing it with the following:

"166. The signature to any notice or document to be given by the Company may be written, printed or made electronically."

36. Bye-law 168

By deleting the words "The Board" at the beginning of bye-law 168 and replacing them with the words "Subject to bye-law 168(B), the board".

NOTICE OF SPECIAL GENERAL MEETING



大眾金融控股有限公司*

PUBLIC FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 626)

NOTICE IS HEREBY GIVEN that a special general meeting of shareholders of Public Financial Holdings Limited (the “**Company**”) will be held at Room 1-2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20 May 2022 at 11:30 a.m. (or immediately after the conclusion of the postponed 2022 annual general meeting of the Company to be held at the same venue and on the same day, or any adjournment thereof) or any adjournment thereof for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the bye-laws (the “**Bye-laws**”) of the Company as set out in the Appendix headed “PROPOSED AMENDMENTS TO THE BYE-LAWS” in the circular of the Company dated 28 April 2022 be and are hereby approved; and
- (b) any director(s) of the Company be and is/are hereby authorised for and on behalf of the Company to, amongst other matters, do all such acts, deeds and things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary, desirable or expedient to implement and/or give effect to the Proposed Amendments to the Bye-laws.”

By Order of the Board
Tan Yoke Kong
Company Secretary

Hong Kong, 28 April 2022

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote instead of the shareholder. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, proxies in the prescribed form must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 48 hours before the time appointed for holding the meeting.
4. In view of the COVID-19 pandemic, the Company will implement precautionary measures at the meeting. Shareholders are advised to read page 1 of the circular of the Company dated 28 April 2022 for details of the precautionary measures. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. In light of the continuing risks posed by the COVID-19 pandemic, in order to facilitate the prevention of spread of COVID-19 and safeguard the health and safety of the shareholders, the Company strongly recommends shareholders to exercise their rights to vote at the above meeting by appointing the chairman of the meeting as their proxies and to return their forms of proxy as early as possible, instead of attending the meeting in person.
5. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 16 May 2022 to Friday, 20 May 2022, both days inclusive, during which period no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 13 May 2022.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the resolution set out in this notice will be decided by poll at the above meeting.
7. Due to the ever-evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the above meeting arrangements at short notice. Shareholders are advised to check the Stock Exchange's website at www.hkexnews.hk or the Company's website at www.publicfinancial.com.hk for further announcements and updates on the above meeting arrangements that may be issued.
8. As at the date of this announcement, the Board of Directors of the Company comprises Tan Sri Dato' Sri Dr. Teh Hong Piow, Mr. Lai Wan, Dato' Chang Kat Kiam, Mr. Chong Yam Kiang and Mr. Quah Poh Keat as Non-Executive Directors, Mr. Tan Yoke Kong as Executive Director, and Mr. Lee Chin Guan, Mr. Lim Chao Li and Ms. Cheah Kim Ling as Independent Non-Executive Directors.