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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

**PROPOSED ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY,
PROPOSED RE-ELECTION OF THE DIRECTORS OF THE COMPANY,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening an annual general meeting of the Company to be held at 9A, Tower B, Tongfang Information Harbor, 11 Langshan Road, Nanshan District, Shenzhen, the PRC on Thursday, 25 May 2023 at 3:00 p.m. is set out on pages 71 to 76 of this circular. A form of proxy for use at the 2023 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.datamargin.com).

Whether or not you are able to attend the 2023 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2023 AGM (i.e. not later than 3:00 p.m. on Tuesday, 23 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

24 April 2023

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DEFINITIONS

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

“2023 AGM”	an annual general meeting of the Company to be held at 9A, Tower B, Tongfang Information Harbor, 11 Langshan Road, Nanshan District, Shenzhen, the PRC on Thursday, 25 May 2023 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 71 to 76 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Announcement”	the announcement of the Company dated 19 March 2023 in relation to, among others, the proposed issue and allotment of 175,500,000 Subscription Shares to the Subscribers;
“Board”	the board of Directors;
“Business Day(s)”	any day (other than a Saturday, Sunday, or other public holidays in Hong Kong, or a day on which a tropical cyclone warning signal numbered 8 or above or a “black” rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.) on which licensed banks in the PRC and Hong Kong are open for business;
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Suoxinda Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Completion”	completion of the Subscriptions;
“Completion Date”	the date of Completion of the Subscriptions;
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;

DEFINITIONS

“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Parties”	party(ies) which is independent of and not connected with the Company and its connected persons (as defined under the Listing Rules) and not otherwise a connected person of the Company;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Last Trading Day”	17 March 2023, being the last trading day immediately prior to the date of the Subscription Agreements;
“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company, as amended from time to time;
“New Articles of Association”	the amended and restated articles of association of the Company to be adopted at the 2023 AGM;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macao Special Administrative Region and Taiwan);
“Remuneration Committee”	the remuneration committee of the Company;
“Restricted Shares”	any Share(s) that may be offered by the Company to any selected participants under the Share Award Scheme;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Share Award Scheme”	the share award scheme adopted by the Company on 8 June 2020;
“Share Option Scheme”	the share option scheme adopted by the Company on 8 June 2020;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Specific Mandate”	the specific mandate to be sought from the Shareholders at the 2023 AGM to grant the authority to the Board for the proposed allotment and issue of the Subscription Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber(s)”	the Subscribers who have conditionally agreed to subscribe the relevant Subscription Shares under the Subscription Agreements;
“Subscriptions”	the subscription of the Subscription Shares by the Subscribers pursuant to the terms and conditions of the Subscription Agreements;
“Subscription Agreement(s)”	the Subscription Agreement(s) dated 19 March 2023 and entered into between the Company (as issuer) and the Subscribers, each the Subscription Agreement;
“Subscription Price”	HK\$0.76 per Subscription Share;
“Subscription Shares”	an aggregate of 175,500,000 new Shares to be subscribed by the Subscribers under the Subscription Agreements and to be issued under the Specific Mandate;
“substantial Shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong;
“Total Subscription Price”	the total subscription price for the Shares to be subscribed by each of the Subscribers under each of the Subscription Agreements;
“%”	per cent.

* *The English translations of the PRC entities, enterprises and organisation in this circular are marked with * and are for identification purposes only.*

LETTER FROM THE BOARD



Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

Executive Directors:

Mr. Wu Xiaohua
Mr. Shi Banchao

Non-executive Directors:

Dr. Wu Fu-Shea (*Chairman of the Board*)
Mr. Chen Zhenping
Ms. Zhao Yue

Independent Non-executive Directors:

Dr. Chen Wei
Mr. Yang Haifeng
Ms. Dan Xi

Registered Office:

Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of

business in the PRC:

Room 4101, 41st Floor, Building 2
Euro-American Financial City
Cangqian Street, Yuhang District
Hangzhou City, Zhejiang Province
the PRC

Principal Place of

business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

24 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE,
PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY,
PROPOSED RE-ELECTION OF
THE DIRECTORS OF THE COMPANY,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2023 AGM for (i) the Subscription, the Specific Mandate and the transactions contemplated thereunder; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; (iv) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; (v) the re-election of the retiring Directors; and (vi) the Proposed Adoption of New Articles of Association.

2. PROPOSED ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE

Reference is made to the Announcement of the Company dated 19 March 2023 in relation to the Subscription Agreements entered into between the Company (as issuer) and no less than 6 Subscribers, pursuant to which the Company has conditionally agreed to issue, and the Subscribers conditionally agreed to subscribe for an aggregate of 175,500,000 Subscription Shares at the Subscription Price of HK\$0.76 per Subscription Share. The issue of the Subscription Shares to the Subscribers will be allotted and issued under the Specific Mandate to be obtained from the Shareholders at the 2023 AGM.

Principal Terms of the Subscription Agreements

Save for the number of the Subscription Shares to be subscribed for and the identity of the Subscribers, the terms and conditions of the Subscription Agreements are identical in all material respects. The principal terms of the Subscription Agreements are as follows:

Date: 19 March 2023

Parties to the Subscription Agreements:

- (1) the Company, as the issuer; and
- (2) the Subscribers.

(a) The Subscriptions

Pursuant to the Subscription Agreements, the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for an aggregate of 175,500,000 Subscription Shares at the Subscription Price of HK\$0.76 per Subscription Shares on the Completion Date of the Subscription Agreements. The aggregate Total Subscription Price payable shall amount to HK\$133,380,000.

LETTER FROM THE BOARD

(b) The Subscriptions Shares

The 175,500,000 Subscription Shares in aggregate represent (i) approximately 33.89% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 25.31% of the total issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the Completion Date save for the issue of the Subscription Shares). The aggregate nominal value of the Subscription Shares will be HK\$1,755,000.

(c) Rights of the Specific Mandate Subscription Shares

The Subscription Shares will be fully paid and rank *pari passu* with all other issued Shares in all respects as at the date of issue.

(d) The Subscription Price

The Subscription Price for the Subscription Shares is HK\$0.76 per Share, which represents:

- (i) a discount of approximately 5% over the closing price of HK\$0.80 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 6.86% to the average of the closing prices of HK\$0.816 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the Last Trading Day;
- (iii) a discount of approximately 7.77% to the average closing price of approximately HK\$0.824 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately prior to the Last Trading Day;
- (iv) a discount of approximately 6.86% to the average closing price of approximately HK\$0.816 per Share as quoted on the Stock Exchange for the last thirty (30) consecutive trading days immediately prior to the Last Trading Day; and
- (v) a discount of approximately 10.59% to the closing prices of HK\$0.85 per Share as quoted on the Stock Exchange on the Latest Practicable Day.

LETTER FROM THE BOARD

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscribers with reference to (i) recent market prices of the Shares and current market condition; and (ii) the financial situation of the Company.

As the Subscriptions were announced within the 12 month immediately preceding the announcement of the 2022 SM Subscription (as defined below), pursuant to the Listing Rules, the two tranches of subscriptions are required to be aggregated when calculating the theoretical dilution effect. The Subscriptions, when aggregated with the 2022 SM Subscription (as defined below), will result in a cumulative theoretical dilution effect of approximately 2.71% represented by the cumulative theoretical diluted price of approximately HK\$1.265 per Share to the benchmarked price of HK\$1.300 per Share, taking into account the closing price of HK\$1.300 per Share on the date of the subscription agreements of the 2022 SM Subscription (as defined below) and the average closing prices of the Shares as quoted on the Stock Exchange for the last five (5) consecutive trading days prior to the date of the 2022 SM Subscription (as defined below) of approximately HK\$1.144 per Share.

(e) The payment of the Subscription Price

The Total Subscription Price will be paid within 30 calendar days after the date on which the Specific Mandate is granted by the Shareholders.

(f) Conditions precedent

The Completion is conditional upon the fulfilment or waiver of the following conditions:

- (i) the approval by the Shareholders at the general meeting in respect of the issue of the Subscription Shares, the grant of the Specific Mandate and the transactions contemplated thereunder;
- (ii) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and the permission to deal in, the Subscription Shares;
- (iii) (if applicable) obtaining all necessary approvals from and making all necessary filings with any government, regulatory authority or any other person in connection with the entering into and performing the obligations under the Subscription Agreements by the Company (including but not limited to the issue and allotment of the Subscription Shares);

LETTER FROM THE BOARD

- (iv) the representations and warranties of the Company under the Subscription Agreements being true, accurate and not misleading in all material respects as at the date of the Subscription Agreements and the Completion Date and the Company having fully performed its obligations under the Subscription Agreements prior to and on the Completion Date; and
- (v) the listing of the Shares of the Company has not been revoked, the Shares continue to be listed on the Stock Exchange (except for any trading halt or suspension pending the publication of any announcement in respect of the Subscriptions).

If the above conditions are not fulfilled or waived (the conditions (i) to (iii) above cannot be waived and the conditions (iv) and (v) can only be waived by the Subscribers only) after 180 days of the date of the Subscription Agreements (or such other date as may be agreed in writing between the Company and the Subscribers), the Subscribers' obligation to subscribe for and the Company's obligation to issue, allot and deliver the Subscription Shares shall terminate and any amounts paid by the Subscribers under the Subscription Agreements shall be refunded to the Subscribers without interest and the Subscription Agreements shall be terminated and lapsed.

(g) Completion

Subject to the fulfilment or waiver (where applicable) of the conditions precedent, the Completion for the Subscription shall take place on the third Business Day (or such other date as the parties thereto may agree in writing) after the date on which (i) the last of the conditions precedent is satisfied or waived (if applicable); and (ii) the payment of the Total Subscription Price is made by the Subscribers (whichever is later).

For the avoidance of doubt, Completion by a Subscriber is not inter-conditional upon Completion by the other Subscribers.

(h) Lock-up undertakings

The Subscribers unconditionally and irrevocably undertake to the Company that:

- (i) the Subscribers shall not, without the prior written consent of the Company, at any time during the period of six (6) months from the Completion Date directly or indirectly, dispose of any Subscription Shares or any interest in any company or entity holding any Subscription Shares in any manner whatsoever or publicly announce any intention or enter into any transaction with the same economic effect, directly or indirectly; and

LETTER FROM THE BOARD

- (ii) if the Subscribers dispose of any Subscription Shares at any time after a period of six (6) months from the Completion Date, the Subscribers shall ensure that such disposal complies with all applicable laws (including the Listing Rules) and will use its best endeavours that any such disposal will not create a disorderly or false market in the Shares.

The Specific Mandate to Issue the Subscription Shares

The issue of the Subscriptions Shares to the Subscribers will be allotted and issued under the Specific Mandate to be obtained from the Shareholders at the 2023 AGM. The issue of the Subscription Shares will be subject to the approval by the Shareholders.

Application for Listing

Application will be made by the Company to the Stock Exchange for the listing of and permission to deal in the Subscription Shares.

Information on the Company and the Group

The Company is a company incorporated in the Cayman Islands with limited liability and it is an investment holding company. The Group is principally engaged in the provision of data solutions, sales of hardware and software and related services as an integrated service, and information technology maintenance and support services.

Information on the Subscribers

The Subscribers are either individuals or corporation with investment holding as the principal activity. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Subscribers is an Independent Third Party.

Listing Rules Implications

Save for the equity fundraising activities disclosed in the paragraphs headed “Equity Fund Raising Activities in the Past Twelve Months” (the “**Previous Fundraising Activities**”), the Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the Announcement, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities within such 12-month period as part of such rights issues, open offers and/or specific mandate placings.

LETTER FROM THE BOARD

As the Subscriptions were announced within the 12 month immediately preceding the announcement of the 2022 SM Subscription (as defined below), pursuant to the Listing Rules, the two tranches of subscriptions are required to be aggregated when calculating the theoretical dilution effect. The cumulative theoretical diluted price, the benchmarked price and the cumulative theoretical dilution effect for the Subscriptions, when aggregated with the 2022 SM Subscription (as defined below), are approximately HK\$1.265 per Share, HK\$1.3 per Share (being the closing price as quoted on the Stock Exchange on the date of the subscription agreements of the 2022 SM Subscription (as defined below)) and 2.71%, respectively. The Subscriptions will not result in a theoretical dilution effect of 25% or more on its own or when aggregated with the Previous Fundraising Activities. As such, the theoretical dilution impact of the Specific Mandate Subscription is in compliance with Rule 7.27B of the Listing Rules.

Effects on Shareholding Structure of the Company

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after Completion, assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date to the Completion Date save for the issue of Subscription Shares, is as follows:

	As at the Latest Practicable Date		Immediately after Completion	
	<i>Number of Shares held</i>	<i>Approximate % of total Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of total Shares in issue</i>
Mr. Wang Donglin <i>(Note 1)</i>	70,003,840	13.52%	70,003,840	10.10%
Mr. Chen Zhenping <i>(Note 2)</i>	60,980,000	11.78%	60,980,000	8.79%
Mr. Wu Xiaohua <i>(Note 3)</i>	29,490,000	5.69%	29,490,000	4.25%
Mr. Shi Banchao <i>(Note 4)</i>	22,650,835	4.37%	22,650,835	3.27%
Dr. Wu Fu-shea <i>(Note 5)</i>	11,450,000	2.21%	11,450,000	1.65%
Subscribers	25,046,000	4.84%	200,546,000	28.92%
Other Shareholders <i>(Note 6)</i>	298,247,361	57.59%	298,247,361	43.01%
Total	<u>517,868,036</u>	<u>100%</u>	<u>693,368,036</u>	<u>100%</u>

LETTER FROM THE BOARD

Notes:

- (1) Mr. Wang Donglin's shareholding in the Company was held through Mindas Touch Global Limited. Mindas Touch Global Limited was wholly owned by 深圳市高盛達旅遊汽車服務有限公司 (Shenzhen Gaoshengda Travelling and Car Services Company Limited), which was wholly owned by Mr. Wang Donglin. Accordingly Mr. Wang Donglin was deemed to be interested in these Shares pursuant to Part XV of the SFO.
- (2) Mr. Chen Zhenping is a non-executive Director.
- (3) Mr. Wu Xiaohua is an executive Director. Mr. Wu Xiaohua's shareholding in the Company was held through Ideal Treasure Holdings Limited, which was wholly owned by Mr. Wu Xiaohua. Accordingly, Mr. Wu Xiaohua was deemed to be interested in these Shares pursuant to Part XV of the SFO.
- (4) Mr. Shi Banchao is an executive Director. The 22,650,835 Shares held by Mr. Shi included 59,835 Restricted Shares granted under the Share Award Scheme. Mr. Shi also held 25,644 options granted under the Share Option Scheme.
- (5) Dr. Wu Fu-shea is a non-executive Director and chairman of the Board.
- (6) The number of the Shares held by other Shareholders is calculated by the total issued Shares of the Company (being 517,868,036 Shares immediately before Completion and 693,368,036 Shares immediately after Completion) minus the number of Shares held by the Shareholders named above.

To the best knowledge of the Company, immediately upon completion of Subscriptions, Treasure Tree Asia Holdings Co. LTD (which is held as to approximately 83.3% by Mr. Xue Shouguang) will hold 104,000,000 Shares, representing approximately 15.00% of the issued Shares (assuming there has been no change in the number of issued Shares since the Latest Practicable Date), and therefore become a substantial Shareholder (as defined under the Listing Rules).

Equity Fund Raising Activities in the Past Twelve Months

Save for (i) the subscriptions of new Shares under a general mandate as disclosed in the announcement of the Company dated 15 July 2022, which was terminated on 30 August 2022; (ii) the subscriptions of new Shares under a general mandate (the “**2022 GM Subscription**”) and the subscriptions of new Shares under a specific mandate (the “**2022 SM Subscription**”) as disclosed in the announcement of the Company dated 1 September 2022 (completion of which took place on 17 October 2022 (for the 2022 GM Subscription) and 3 November 2022 (for the 2022 SM Subscription under the specific mandate granted by the Shareholders in the extraordinary general meeting of the Company held on 24 October 2022), respectively); and (iii) the subscriptions of new Shares under a general mandate (the “**2023 GM Subscription**”) as disclosed in the announcement of the Company dated 15 January 2023 (completion of which took place on 22 February 2023), the Company has not conducted any equity fundraising activities in the past twelve months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

The details of the funds raised in the 2022 GM Subscription, the 2022 SM Subscription and the 2023 GM Subscription are set out below:

Date of completion announcement	Equity fund raising exercise	Net proceeds raised	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
17 October 2022 (in respect of the 2022 GM Subscription)	Completion of the subscription of new Shares by 37 general mandate subscribers		(i) Repayment of the debts of the Group, and (ii) working capital and general corporate purposes	Approximately HK\$49,705,979 for repayment of the debts of the Group and approximately HK\$10,489,916 for working capital and general corporate purposes, aggregately being 100% of the net proceeds raised.
3 November 2022 (in respect of the 2022 SM Subscription)	Completion of the subscription of new Shares by Mr. Shi Banchao and Dr. Wu FuShea	In aggregate, approximately HK\$60,195,895		
22 February 2023 (in respect of the 2023 GM Subscription)	Completion of the subscription of new Shares by no less than 6 general mandate subscribers	Approximately HK\$31,533,000	Working capital and general corporate purposes	Approximately HK\$31,533,000 for working capital and general corporate purposes, aggregately being 100% of the net proceeds raised.

Reasons for the Subscriptions and Use of Proceeds

The Directors consider that the issue of the Subscription Shares represents an opportunity to raise additional funds for the Group's general working capital needs. As disclosed in the profit warning announcement of the Company dated 15 March 2023, the Company is expected to record a net loss attributable to owners of the Company for the year ended 31 December 2022. Meanwhile, the Company expects that the PRC economy will recover and rebound in 2023. In light of the above, the Company needs more funds and resources to satisfy the working capital requirements and its need for the repayment of its loans, enhance the financial position, as well as prepare for the market recovery. The investment would also demonstrate the investors' confidence in the overall business and growth potential of the Company.

LETTER FROM THE BOARD

The gross proceeds of the Subscriptions are expected to be HK\$133,380,000. After deducting related fees and expenses, the net proceeds of the Subscriptions are expected to be approximately HK\$128,845,000, representing a net Subscription Price of approximately HK\$0.734 per Subscription Share. The Company intends to utilise the aforesaid net proceeds from the Subscriptions for working capital and general corporate purposes. Among such proceeds, the Company plans to utilise (i) approximately 35.8% or approximately HK\$46.1 million for replenishing working capital of the Company, (ii) approximately 12.5% or approximately HK\$16.1 million for research and development, and (iii) approximately 51.7% or approximately HK\$66.6 million for repayment of loans.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscribers with reference to the recent market prices of the Shares and current market condition and the financial situation of the Company, in particular (i) the recent market prices of the Shares as set out in the paragraphs headed "PRINCIPAL TERMS OF THE SUBSCRIPTION AGREEMENT – The Subscription Price" in the Announcement, to which the discount of the Subscription Shares is less than 10%; (ii) the funds needed by the Company to continue to enhance its business operation and further its business strategy; (iii) the expected costs needed for its operation in light of the potential increase in demand following the expected recovery of the PRC's economy; (iv) the net loss recorded for the year ended 31 December 2022 of approximately RMB124.0 million; and (v) the cash and cash equivalents available to the Company.

Based on the above, the Directors are of the view that the relevant Subscription Agreements (including the Subscription Price) are made on normal commercial terms, are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

Given that Completion is subject to conditions and the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

3. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 23 June 2022, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the 2023 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 51,786,803 Shares on the basis that the existing issued share capital of the Company of 517,868,036 Shares remains unchanged as at the date of the 2023 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 103,573,607 Shares on the basis that the existing issued share capital of the Company of 517,868,036 Shares remains unchanged as at the date of the 2023 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2023 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 12 and 13 of the notice of the 2023 AGM as set out on pages 71 to 76 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, Mr. Shi Banchao and Ms. Zhao Yue (who were appointed as Directors with effect from 4 November 2022), Mr. Yang Haifeng (who was appointed as a Director with effect from 26 August 2022) and Ms. Dan Xi (who was appointed as a Director with effect from 6 January 2023) shall hold office until the 2023 AGM and subject to re-election at the 2023 AGM. Pursuant to Article 84 of the Articles of Association and good corporate governance practice, Mr. Wu Xiaohua, Dr. Wu Fu-Shea and Dr. Chen Wei shall retire by rotation at the 2023 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the 2023 AGM.

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Dr. Chen Wei, Mr. Yang Haifeng and Ms. Dan Xi, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy, the Company's corporate strategies, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the 2023 AGM. The Board considers that the retiring independent non-executive Directors (i) are independent according to the independence guidelines set out in Rule 3.13 of the Listing Rules; (ii) can devote sufficient time and attention to the Board and the Company's affairs, given good attendance record to meetings; and/or (iii) will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board is of the view that Dr. Chen's extensive experience in financial industry, Mr. Yang's working experience in the information technology service industry and Ms. Dan's legal background will contribute to the diversity of the Board.

Details of the Directors to be re-elected at the 2023 AGM are set out in Appendix II to this circular.

5. PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 20 April 2023. As set out in the said announcement, the Board proposes to seek approval from the Shareholders at the 2023 AGM for the proposed amendments in order to amend the existing Articles of Association (i) to bring the existing Articles of Association in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules in relation to the overseas issuers listing regime which came into force on 1 January 2022; and (ii) to incorporate certain general updating and housekeeping amendments. The Board proposes to adopt the New Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

A summary of the major changes brought about by the adoption of the New Articles of Association is set out below:

- (1) setting out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within six months (or such other period as may be permitted) after the end of the financial year;
- (2) clarifying that corporate representatives appointed by a clearing house shall be entitled to, among other things, the right to speak and to vote, including the right to vote individually on a show of hands where a show of hands is allowed and to allow for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum;

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- (3) removing the article relating to the purchase by the Company of a redeemable Share not made through the market or by tender at a maximum amount that may be determined by the Shareholders which is no longer required under the Listing Rules to be included in the Articles of Association;
- (4) specifying that all Shareholders have the right to speak and, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration, vote on a show of hands or a poll at general meetings;
- (5) providing that any director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment;
- (6) clarifying that voting can be cast by electronic means only when necessary;
- (7) specifying that the financial year end of the Company shall be 31 December in each year, unless otherwise prescribed by the Board;
- (8) to change the circumstances in which an interested Director may vote and be counted in the quorum at a Board meeting following the requirement of the Listing Rules
- (9) clarifying or changing (as the case may be) the requirement in relation to the appointment, removal and determination of the remuneration of an auditor of the Company;
- (10) bringing the existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and
- (11) making housekeeping and consequential amendments in line with the above amendments to the existing Articles of Association.

The proposed amendments to the existing Articles of Association brought about by the proposed adoption of the New Articles of Association are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments conform with the requirements of the Listing Rules, including the core shareholder protection standards. The legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed amendments to the Articles of Association do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

The proposed adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution to be proposed at the 2023 AGM.

6. 2023 AGM AND PROXY ARRANGEMENT

The notice of the 2023 AGM is set out on pages 71 to 76 of this circular. At the 2023 AGM, resolutions will be proposed to approve, *inter alia*, the Subscriptions, the grant of the Specific Mandate and the transactions contemplated thereunder, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate, the re-election of the Directors, and adoption of New Articles of Association.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2023 AGM. An announcement on the poll vote results will be made by the Company after the 2023 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2023 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.datamargin.com). Whether or not you are able to attend the 2023 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2023 AGM (i.e. not later than 3:00 p.m. on Tuesday, 23 May 2023) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2023 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

As at the Latest Practicable Date, certain Subscribers held in aggregate 25,046,000 Shares (representing approximately 4.84% of the issued Shares) and to the best knowledge of the Company, none of the associates of the Subscribers held any issued Shares. Such Subscribers are required to abstain from voting on the relevant resolution to approve the proposed allotment and issue of the Subscription Shares to themselves, the grant of the Specific Mandate and the transactions contemplated thereunder at the 2023 AGM. Save as disclosed above and to the best of the knowledge, information and belief of the Directors, no other Shareholder had a material interest in the proposed allotment and issue of the Shares to the Subscribers, the grant of the Specific Mandate and the transactions contemplated thereunder as at the Latest Practicable Date, and is required to abstain from voting on the resolution to approve the aforesaid matters at the 2023 AGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2023 AGM.

LETTER FROM THE BOARD

7. RECOMMENDATION

In view of the reasons for and benefits of the Subscriptions as set out in the paragraphs headed “Reasons for the Subscriptions and Use of Proceeds” above, in respect of the Subscriptions by the Subscribers, the Directors (including the independent non-executive Directors) are of the view that the relevant Subscription Agreements (including the Subscription Price) are made on normal commercial terms, are fair and reasonable, and in the interests of the Company and the Shareholders as a whole. The Directors also consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of the Directors and the proposed adoption of New Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2023 AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Buyback Mandate; Appendix II – Details of the Directors Proposed to be Re-elected at the 2023 AGM; and Appendix III – Proposed Amendments to the Existing Articles of Association.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
By order of the Board
Suoxinda Holdings Limited
Wu Fu-Shea
Chairman of the Board

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2023 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 517,868,036 Shares.

Subject to the passing of the ordinary resolution set out in item 12 of the notice of the 2023 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2023 AGM, i.e. being 517,868,036 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 51,786,803 Shares, representing 10% of the total number of Shares in issue as at the date of the 2023 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, according to the disclosure of interest published on the website of the Stock Exchange, (i) Mr. Wang Donglin, 深圳市高盛達旅遊汽車服務有限公司 (Shenzhen Gaoshengda Travelling and Car Services Company Limited) (“**Gaoshengda**”) and Mindas Touch Global Limited (“**Mindax Touch**”) were interested or deemed to be interested in 70,003,840 Shares (representing approximately 13.52% of the total issued share capital of the Company); and (ii) Beijing Financial Street Capital Operation Group Co., Ltd (“**Financial Street Capital**”) were interested or deemed to be interested in 66,080,000 Shares (representing approximately 12.76% of the total issued share capital of the Company).

On the basis that (i) the total issued share capital of the Company (being 517,868,036 Shares) remains unchanged as at the date of the 2023 AGM; and (ii) the interest or deemed interest of Mr. Wang Donglin, Gaoshengda and Mindas Touch in the Company (being 70,003,840 issued Shares) and the interest or deemed interest of Financial Street Capital in the Company (being 66,080,000 issued Shares) remain unchanged, immediately after the full exercise of the Buyback Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2023 AGM, (a) the interest or deemed interest of Mr. Wang Donglin, Gaoshengda and Mindas Touch would be increased to approximately 15.02% of the total issued share capital of the Company; and (b) the interest or deemed interest of Financial Street Capital in the issued Shares would be increased to approximately 14.18% of the total issued share capital of the Company.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate. However, the Listing Rules prohibit a company from making repurchase of Shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the Company's issued shares would be in public hands. The Directors therefore would not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	6.100	0.920
May	3.330	1.260
June	1.860	1.310
July	1.670	1.190
August	1.230	0.820
September	1.420	1.000
October	1.220	0.890
November	1.830	0.810
December	2.500	1.510
2023		
January	2.740	0.500
February	1.050	0.640
March	0.950	0.770
April (up to the Latest Practicable Date)	0.850	0.780

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2023 AGM according to the Articles of Association, are provided below.

(1) MR. WU XIAOHUA

Position and experience

Mr. Wu Xiaohua (“**Mr. Wu**”), aged 49, is an executive Director. He has also been the chief executive officer of the Company until 26 March 2020. He is responsible for the management of business and operation of the Group. He joined the Group in May 2006 as the general manager and was appointed as a director, the chief financial officer and the deputy general manager of the Group in December 2015. He obtained a bachelor’s degree in production automation from Shenzhen University (深圳大學) in June 1995.

Mr. Wu has over 14 years of experience in business management. Prior to joining the Group, he served as a technical engineer of Shenzhen Hongbo Communication Investment Development Company* (深圳市鴻波通信投資開發公司) (now known as Guangdong Hongbo Communication Investment Holding Co., Ltd.* (廣東鴻波通信投資控股有限公司)) from July 1995 to February 1998; and later served as the head of sales in its trade department from February 1998 to January 2000. From January 2000 to May 2006, he worked at Shenzhen Post and Material Company Limited* (深圳市郵電物資有限公司) with his last position serving as a sales manager.

Mr. Wu was the sole proprietor of the following individual industrial and commercial households* (個體工商戶) in the PRC. Mr. Wu has confirmed that all such businesses were voluntarily deregistered pursuant to Article 12 of Regulation on Individual Industrial on Commercial Households* (個體工商戶條例) due to cessation of business.

Name of individual industrial and commercial household	Nature of business	Date of deregistration
Shenzhen Longgang District SEG Suoxinda Computer Business Department* (深圳市龍崗區賽格索信達電腦經營部)	Sales of computers and electronic accessories	23 May 2008
Shenzhen Futian District SEG Electronic Market Suoxinda Business Department* (深圳市福田區賽格電子市場索信達經營部)	Sales of computers and electronic accessories	8 December 2008

Mr. Wu confirms that there is no fraudulent act or misfeasance on his part leading to the deregistration of such individual industrial and commercial households and he is not aware of any actual or potential administrative penalties, debts or liabilities which has been or will be made against him as a result of the deregistration of such individual industrial and commercial households. Mr. Wu also confirms that such individual industrial and commercial households still had the ability to repay all debts at the time of the deregistration of such individual industrial and commercial households and that the deregistration of such individual industrial and commercial households does not have any material adverse effect on the Group.

Mr. Wu is a supervisor of Shenzhen Leiling Trading Co., Ltd* (深圳蕾聆貿易有限公司), which was established in the PRC. This company is wholly-owned by Ms. Chi Xianfang, the spouse of Mr. Wu, and is principally engaged in the sales of cosmetic products. As confirmed by PRC legal advisers of the Company in regards to the PRC Company Law, as a supervisor, the main roles of Mr. Wu are to supervise the smooth and lawful operation of this company and to safeguard the benefits of this company from its director and manager. As confirmed by Mr. Wu, (i) the business of Shenzhen Leiling Trading Co., Ltd* (深圳蕾聆貿易有限公司) does not compete or is likely to compete with our business; (ii) the time committed to acting as the supervisor of the company does not and will not likely materially affect his responsibility to the Company or on its business; and (iii) the company was solvent and inactive and is planning to apply for its deregistration, as at the Latest Practicable Date.

Save as disclosed above, Mr. Wu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service contract entered into between Mr. Wu and the Company, his current term of office is 3 years from 13 December 2022, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

Mr. Wu is the sole beneficial owner of Ideal Treasure Holdings Limited.

Save as disclosed above and in the immediately following section "Interests in Shares", Mr. Wu does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wu was deemed to be interested in 29,490,000 Shares, representing approximately 5.69% of the issued share capital of the Company. These Shares were held by Ideal Treasure Holdings Limited, which was wholly owned by Mr. Wu.

Save as disclosed above, Mr. Wu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service contract entered into between Mr. Wu and the Company, he is entitled to receive a director's fee of HK\$180,000 per annum. Mr. Wu may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Wu is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Wu's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

(2) MR. SHI BANCHAO**Position and experience**

Mr. Shi Banchao ("Mr. Shi"), aged 46, has been appointed as the chief executive officer and executive Director since 4 November 2022. He is responsible for the management of business and operation of the Group. He joined the Group on 6 May 2021 and acted as the vice president and general manager of southern China region of the Group. He is the person in charge of several branch offices of the subsidiaries of the Company. He graduated with a bachelor's degree in management from Hunan Institute of Commerce* (湖南商學院) (now known as Hunan University of Technology and Business) in the PRC in June 1999.

Mr. Shi has nearly 20 years of working experience in the information technology service industry. Prior to joining the Group, from 2002 to 2011, he had served several sales and marketing positions in several companies which are engaged in development and production of computer software and hardware products, including Beijing Founder Order Computer System Co., Ltd.* (北京方正奧德計算機系統有限公司), Digital China Xinlong Technology Co., Ltd.* (神州數碼新龍科技有限公司) and Guangzhou office of Aisino-Wincor Retail & Banking Systems (Shanghai) Co., Ltd. (航信德利信息系統(上海)有限公司)(formerly known as Wincor Nixdorf Retail & Banking Systems (Shanghai) Co., Ltd.* (德利多富信息系統(上海)有限公司)). He worked at Teradata Information Systems (Beijing) Co., Limited (天睿信科技術(北京)有限公司) from March 2011 to December 2020 with his last position as sales director of southern China region and southwest region.

Save as disclosed above, Mr. Shi has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Mr. Shi and the Company, his current term of office is 3 years from 4 November 2022, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Mr. Shi does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Shi was interested in 22,650,835 Shares (including 59,835 Restricted Shares granted under the Share Award Scheme), representing approximately 4.37% of the issued share capital of the Company. Mr. Shi also held 25,644 options granted under the Share Option Scheme.

Save as disclosed above, Mr. Shi was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service contract entered into between Mr. Shi and the Company, he is entitled to receive a director's fee of HK\$120,000 per annum. Mr. Shi may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Shi is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Shi's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Shi to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Shi that need to be brought to the attention of the Shareholders.

(3) DR. WU FU-SHEA**Position and experience**

Dr. Wu Fu-Shea (“**Dr. Wu**”), aged 64, is the Chairman of the Board and a non-executive Director. He has been redesignated from an executive Director to a non-executive Director on 4 November 2022. He resigned as the chief executive officer and was appointed as the Chairman of the Board on the same day. He is responsible for formulating the business strategy of the Group and leading the Board to achieve goals of the Group. He holds a Master of Business Administration degree of Tulane University, the United States and a Ph.D. degree in management from Nankai University. From 10 September 2019 to 12 December 2019, Dr. Wu served as the chief advisor of Shenzhen Suoxinda Data Technology Co., Ltd* (深圳索信達數據技術有限公司) (“**Suoxinda Shenzhen**”) and was appointed as the general manager of Suoxinda Shenzhen on 13 December 2019. Dr. Wu also served as the chief executive officer of the Company from 26 March 2020 to 4 November 2022.

With the working experience in the PRC big data solutions industry for over 21 years, Dr. Wu served as the head of the Greater China region for three globally leading scientific and technological companies in this professional field, and has profound insights into the development of big data and AI in the Chinese market. Before joining the Group in September 2019, Dr. Wu was the president of Greater China region of Teradata Technology (Beijing) Co., Limited from January 1998 to December 2008, the president of Greater China region of FICO information technology (Beijing) Co., Limited from September 2009 to July 2011, and the president of Greater China region of SAS Software (Beijing) Co., Limited from August 2011 to December 2018.

Save as disclosed above, Dr. Wu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service contract entered into between Dr. Wu and the Company, his current term of office is 3 years from 10 September 2021, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Dr. Wu does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Wu was deemed to be interested in 11,450,000 Shares, representing approximately 2.21% of the issued share capital of the Company.

Save as disclosed above, Dr. Wu was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service contract entered into between Dr. Wu and the Company, he is entitled to receive a director's fee of HK\$180,000 per annum. Dr. Wu may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Dr. Wu is recommended by the Remuneration Committee and approved by the Board with reference to Dr. Wu's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Dr. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Wu that need to be brought to the attention of the Shareholders.

(4) MS. ZHAO YUE**Position and experience**

Ms. Zhao Yue (“**Ms. Zhao**”), aged 33, was appointed as a non-executive Director on 4 November 2022. She is responsible for overseeing the management of the Group independently. Ms. Zhao obtained the legal professional qualification certificate issued by the Ministry of Justice of the PRC in April 2021 and the qualification certificate of the secretary to the board of directors of Shenzhen Stock Exchange in September 2019.

Ms. Zhao has nearly 10 years of working experience in the corporate management and consulting. Prior to joining the Group, from July 2012 to May 2016, she served as a consultant and subsequently was promoted as a senior consultant at Beijing Beson Consulting Co., Ltd.* (北京百森諮詢有限公司). From June 2016 to May 2020, she had served as a senior strategic researcher in the strategic investment department of the board of directors of Shenzhen Kuang-Chi Metamaterials Technology Co., Ltd.* (深圳光啟超材料技術有限公司), which is a subsidiary of Kuang-Chi Technologies Co., Ltd (光啟技術股份有限公司)(Shenzhen stock code: 002625). She has served as the legal representative, executive director and general manager of Shenzhen Zhongchengtong Private Equity Fund Management Co., Ltd.* (深圳市中成通私募股權基金管理有限公司), which is a subsidiary of China Vered Financial Holding Corporation Limited (中薇金融控股有限公司)(stock code: 245) since May 2020.

Save as disclosed above, Ms. Zhao has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the existing service agreement entered into between Ms. Zhao and the Company, her current term of office is 3 years from 4 November 2022, unless terminated by either party giving to the other not less than 3 months’ prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Ms. Zhao does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhao was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service contract entered into between Ms. Zhao and the Company, she is entitled to receive a director's fee of HK\$120,000 per annum. Ms. Zhao may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Ms. Zhao is recommended by the Remuneration Committee and approved by the Board with reference to Ms. Zhao's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Zhao to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhao that need to be brought to the attention of the Shareholders.

(5) DR. CHEN WEI**Position and experience**

Dr. Chen Wei ("Dr. Chen"), aged 41, was appointed as an independent non-executive Director on 28 March 2022. She is responsible for overseeing the management of the Group independently. She is also the chairman of the Nomination Committee of the Company and a member of the Audit Committee and Remuneration Committee of the Company.

Dr. Chen holds a bachelor's degree in economics from Beijing University of Aeronautics and Astronautics (北京航空航天大學), a master of science degree in money, banking and finance from University of Birmingham and a PhD in economics from University of Birmingham. Dr. Chen obtained the Chartered Financial Analyst qualification from the Chartered Financial Analyst Institute in September 2013. She has been a part-time professor of Hebei Finance University (河北金融學院) since January 2020 and a doctoral advisor of the Business School of Guangxi University (廣西大學商學院) since November 2020.

Dr. Chen has extensive experience in the finance industry. Prior to joining the Group, from 2007 to 2021, she had served as an account manager assistant at the commercial banking division of HSBC plc, a postdoctoral researcher at Guosen Securities Co.,Ltd. (國信證券股份有限公司), a senior manager at the investment banking division, and later a director of business development division of Guosen Securities (HK) Financial Holdings Company Limited (國信證券(香港)金融控股有限公司), an assistant vice president at the China market division of BNP Paribas Wealth Management, Hong Kong Branch, and an executive general manager of the financial institution division of Dongxing Securities (Hong Kong) Financial Holdings Limited (東興證券(香港)金融控股有限公司). Since October 2021, Dr. Chen has served as the chief investment officer of Coast International Asset Management Limited (沿海國際資產管理有限公司).

She was previously an executive director of Heritage International Holdings Limited (漢基控股有限公司*) (now known as China Shandong Hi-Speed Financial Group Limited (中國山東高速金融集團有限公司)) (stock code: 412) from October 2013 to October 2014 and an executive director of China Jinhai International Group Limited (中國金海國際集團有限公司*) (now known as Central Wealth Group Holdings Limited (中達集團控股有限公司)) (stock code:139) from December 2014 to August 2015.

Save as disclosed above, Dr. Chen has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Dr. Chen, her initial term of office is 1 year from 28 March 2022 and renewable automatically for a successive term of 1 year, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Dr. Chen does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Chen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment issued by the Company to Dr. Chen, she is entitled to receive a director's fee of HK\$120,000 per annum. Dr. Chen may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Dr. Chen is recommended by the Remuneration Committee and approved by the Board with reference to Dr. Chen's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Dr. Chen to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Chen that need to be brought to the attention of the Shareholders.

(6) MR. YANG HAIFENG**Position and experience**

Mr. Yang Haifeng (“**Mr. Yang**”), aged 48, was appointed as an independent non-executive Director on 26 August 2022. He is responsible for overseeing the management of the Group independently. He is also the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company.

Mr. Yang graduated from Zhejiang University of Technology* (浙江工業大學) in January 2008 through distance learning with a major in accounting, and obtained a master degree in professional accounting from The Chinese University of Hong Kong in November 2018. He has been a member of the Chinese Institute of Certified Public Accountants since May 2004, and a fellow member of CPA Australia since September 2018.

Mr. Yang has extensive experience in auditing. Mr. Yang served in Linuo Group Co., Ltd. * (力諾集團股份有限公司) from August 2005 to February 2008 with his last position as a senior auditor, in the Shanghai branch of Tianhua Certified Public Accountants Co., Ltd.* (天華會計師事務所有限公司) from March 2008 to July 2009 with his last position as a senior manager, in the Shanghai branch of Jingdu Tianhua Certified Public Accountants Co., Ltd.* (京都天華會計師事務所有限公司) as a senior manager from August 2009 to August 2012, in the Shanghai branch of Ruihua Certified Public Accountants (Special General Partnership)* (瑞華會計師事務所(特殊普通合夥)) from September 2012 to April 2019 with his last position as a partner, and in the Shanghai Branch of ShineWing Certified Public Accountants (Special General Partnership)* (信永中和會計師事務所(特殊普通合夥)) as a partner since May 2019.

Save as disclosed above, Mr. Yang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Yang, his initial term of office is 1 year from 26 August 2022 and renewable automatically for a successive term of 1 year, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Mr. Yang does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service agreement entered into between Mr. Yang and the Company, he is entitled to receive a director's fee of HK\$120,000 per annum. Mr. Yang may also be entitled to a discretionary year-end bonus as the Board may in its sole and absolute discretion determine. The above emolument of Mr. Yang is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Yang's experience, level of responsibilities undertaken, prevailing market conditions and the Company's remuneration policy.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Yang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders.

(7) MS. DAN XI**Position and experience**

Ms. Dan Xi ("Ms. Dan"), aged 33, was appointed as an independent non-executive Director on 6 January 2023. She is responsible for overseeing the management of the Group independently. She is also a member of the Audit Committee and the Remuneration Committee of the Company. Ms. Dan received her double degree of Bachelor of Laws and Bachelor of Arts in French from Wuhan University in June 2012, and obtained the degree of Master of Laws in International Economic Law from The Chinese University of Hong Kong in November 2013. She obtained the PRC Legal Professional Qualification Certificate awarded by the Ministry of Justice of the PRC in September 2012.

Ms. Dan has nearly 10 years of experience in legal practice. Ms. Dan worked as a lawyer at Beijing Dentons Law Offices LLP (Shenzhen)* (北京大成(深圳)律師事務所) since June 2013 and is currently a partner.

Save as disclosed above, Ms. Dan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Ms. Dan, her initial term of office is 1 year from 6 January 2023 and renewable automatically for a successive term of 1 year, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors aware, Ms. Dan does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Dan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment issued by the Company to Ms. Dan, she is entitled to receive a director's fee of HK\$120,000 per annum. The above emolument of Ms. Dan is recommended by the Remuneration Committee and approved by the Board with reference to Ms. Dan's qualification, experience, level of responsibilities undertaken and prevailing market conditions.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Dan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Dan that need to be brought to the attention of the Shareholders.

The Board proposes to make certain amendments (the “**Proposed Amendments**”) to the current Articles of Association.

Details of the Proposed Amendments are as follows:

No.	Before amendment	After proposed amendment
1.	Article 1. The regulations in Table A in the Schedule to the Companies Law (Revised) do not apply to the Company.	Article 1. The regulations in Table A in the Schedule to the Companies Law Act (as defined in Article 2) do not apply to the Company.
2.	/	“Act” the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
3.	“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.	To be deleted entirely.

4.	“close associate”	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.	“close associate”	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange Listing Rules as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.
5.	“Company”	Suoxinda Holdings Limited 索信達控股有限公司.	“Company”	Suoxinda Holdings Limited 索信達 <u>控</u> 股有限公司.
6.	“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.	To be deleted entirely.	
7.	/		“Listing Rules”	the rules and regulations of the Designated Stock Exchange.
8.	“Statutes”	the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.	“Statutes”	the Law Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.

9.	<p>“substantial shareholder” 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 Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.</p>	<p>“substantial shareholder” 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 Designated Stock Exchange Listing Rules from time to time) of the voting power at any general meeting of the Company.</p>
10.	<p>Article 2.(2)(i) Section 8 and Section 19 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</p>	<p>Article 2.(2)(i) Section 8 and Section 19 of the Electronic Transactions Law Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles; and</p>
11.	/	<p>Adding an article as Article 2.(2)(j)</p> <p>Article 2.(2)(j) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</p>

12.	Article 3.(2) Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law	Article 3.(2) Subject to the Law Act , the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange Listing Rules and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law Act . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law Act .
13.	Article 3.(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.	Article 3.(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange Listing Rules and any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
14.	Article 4. The Company may from time to time by ordinary resolution in accordance with the Law alter the conditions of its Memorandum of Association to:	Article 4. The Company may from time to time by ordinary resolution in accordance with the Law Act alter the conditions of its Memorandum of Association to:

15.	Article 4.(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the Law), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;	Article 4.(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the Law Act), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
16.	Article 6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.	Article 6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law Act , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.
17.	Article 8.(1) Subject to the provisions of the Law and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.	Article 8. (1) Subject to the provisions of the Law Act and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
18.	Article 8.(2) Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.	Article 8.(2) 9 . Subject to the provisions of the Law Act , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

19.	Article 9. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.	To be deleted entirely.
20.	Article 10. Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:	Article 10. Subject to the Law Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
21.	Article 10.(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and	Article 10.(a) the necessary quorum (other than including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and

22.	<p>Article 12.(1) Subject to the Law, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>	<p>Article 12.(1) Subject to the Law Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>
23.	<p>Article 13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law. Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>	<p>Article 13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law Act. Subject to the Law Act, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>

24.	Article 15. Subject to the Law and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.	Article 15. Subject to the Law Act and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.
25.	Article 19. Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.	Article 19. Share certificates shall be issued within the relevant time limit as prescribed by the Law Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

26.	<p>Article 44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated 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.</p>	<p>Article 44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated 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. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</p>
27.	<p>Article 45. Subject to the rules of any Designated Stock Exchange, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p>	<p>Article 45. Subject to the rules of any Designated Stock Exchange Listing Rules, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p>

28.	<p>Article 46.(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated 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 40 of the Law in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.</p>	<p>Article 46.(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange Listing Rules 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 40 of the Law Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.</p>
29.	<p>Article 48.(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.</p>	<p>Article 48.(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law Act.</p>

30.	Article 49.(c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and	Article 49.(c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
31.	Article 51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.	Article 51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding (30) days in respect of any year if approved by the Members by ordinary resolution.

32.	<p>Article 55.(2)(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p> <p>For the purpose of the foregoing, the “relevant period” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.</p>	<p>Article 55.(2)(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange Listing Rules, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p> <p>For the purpose of the foregoing, the “relevant period” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.</p>
33.	<p>Article 56. An annual general meeting of the Company shall be held in each year other than the year of the Company’s adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>	<p>Article 56. An annual general meeting of the Company shall be held in each financial year other than the year of the Company’s adoption of these Articles and such annual general meeting must be held (within a period of not more than fifteen (15) six (6) months after the end of the Company’s financial year holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange Listing Rules, if any) at such time and place as may be determined by the Board.</p>

34.	<p>Article 57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.</p>	<p>Article 57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall, <i>mutatis mutandis</i>, apply to a general meeting held wholly by or in-combination with electronic means.</p>
35.	<p>Article 58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>Article 58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

36.	Article 59.(1) An annual general meeting must be called by Notice of not less than twentyone (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:	Article 59.(1) An annual general meeting must be called by Notice of not less than twentyone (21) and not less than twenty (20) clear business days clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange Listing Rules , a general meeting may be called by shorter notice, subject to the Law , if it is so agreed:
37.	Article 61.(1)(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers; and	Article 61.(1)(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law Act) and other officers; and
38.	Article 61.(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by proxy shall form a quorum for all purposes.	Article 61.(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy , shall form a quorum for all purposes.

39.	<p>Article 64. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p>Article 64. Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, The the chairman may (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or the postponement not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>
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40.	<p>Article 66.(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.</p>	<p>Article 66.(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</p>
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41.	Article 67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.	Article 67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange Listing Rules .
42.	Article 70. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.	Article 70. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law Act . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
43.	/	Adding an article as Article 73.(2) Article 73.(2) All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

44.	Article 73.(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.	Article 73. (2) (3) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange Listing Rules , required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.
45.	Article 81.(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, 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 Members 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 Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.	Article 81.(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, 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 Members 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 Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and to vote, and where a show of hands is allowed, the right to vote individually on a show of hands.
46.	Article 83.(2) Subject to the Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.	Article 83.(2) Subject to the Articles and the Law Act , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

47.	Article 83.(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.	Article 83.(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of Members the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.
48.	Article 83.(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).	Article 83.(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

49.	<p>Article 90. An alternate Director shall only be a Director for the purposes of the Law and shall only be subject to the provisions of the Law insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>	<p>Article 90. An alternate Director shall only be a Director for the purposes of the Law Act and shall only be subject to the provisions of the Law Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>
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50.	Article 98. Subject to the Law and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.	Article 98. Subject to the Law Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.
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51.	<p>Article 100.(1) A Director shall not vote (nor 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 associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <ul style="list-style-type: none">(i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;(ii) any contract or arrangement for the giving of any security or indemnity 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;	<p>Article 100.(1) A Director shall not vote (nor 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 associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <ul style="list-style-type: none">(i) the giving of any security or indemnity either:-<ul style="list-style-type: none">(a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
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<p>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</p> <p>(v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of 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 accorded generally to the class of persons to which such scheme or fund relates.</p>	<p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or</p> <p>(b) 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;</p>
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		<p>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p> <p>(i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;</p> <p>(ii) any contract or arrangement for the giving of any security or indemnity 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>
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		<p>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</p>
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		<p>(v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of 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 accorded generally to the class of persons to which such scheme or fund relates.</p>
52.	Article 101.(3)(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.	Article 101.(3)(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law Act .
53.	Article 107. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	Article 107. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law Act , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

54.	Article 110.(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the Law, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Law in regard to the registration of charges and debentures therein specified and otherwise.	Article 110.(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the Law Act , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Law Act in regard to the registration of charges and debentures therein specified and otherwise.
55.	Article 124.(1) The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.	Article 124.(1) The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law Act and these Articles.
56.	Article 125.(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law or these Articles or as may be prescribed by the Board.	Article 125.(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law Act or these Articles or as may be prescribed by the Board.
57.	Article 127. A provision of the Law or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.	Article 127. A provision of the Law Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

58.	Article 128. The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Law or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the Law.	Article 128. The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Law Act or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the Law Act .
59.	Article 133. Subject to the Law, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.	Article 133. Subject to the Law Act , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
60.	Article 134. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.	Article 134. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law Act .

61.	Article 143.(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.	Article 143.(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Law Act . The Company shall at all times comply with the provisions of the Law Act in relation to the share premium account.
62.	Article 146. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law:	Article 146. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law Act :
63.	Article 147. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law or necessary to give a true and fair view of the Company’s affairs and to explain its transactions.	Article 147. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law Act or necessary to give a true and fair view of the Company’s affairs and to explain its transactions.

64.	<p>Article 150. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.</p>	<p>Article 150. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.</p>
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65.	<p>Article 151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, 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.</p>	<p>Article 151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, 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.</p>
66.	<p>Article 152.(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>	<p>Article 152.(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>
67.	<p>Article 152.(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special 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.</p>	<p>Article 152.(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special ordinary 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.</p>

68.	Article 153. Subject to the Law the accounts of the Company shall be audited at least once in every year.	Article 153. Subject to the Law Act the accounts of the Company shall be audited at least once in every year.
69.	Article 154. The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.	Article 154. The remuneration of the Auditor shall be fixed by the Company in an ordinary resolution passed at a general meeting or in such manner as the Members may by ordinary resolution determine.
70.	Article 155. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.	Article 155. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.

71.	<p>Article 158. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a</p>	<p>Article 158. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange Listing Rules, whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set</p>
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	website. 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 deemed a sufficient service on or delivery to all the joint holders.	out above other than by posting it on a website. 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 deemed a sufficient service on or delivery to all the joint holders.
72.	Article 161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.	Article 161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.
73.	Article 162.(1) The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.	Article 162.(1) Subject to Article 162(2), The the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
74.	Article 162.(2) A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.	Article 162.(2) Unless otherwise provided by the Act, A a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

<p>75.</p>	<p>Article 163.(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Law, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p>	<p>Article 163.(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Law Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p>
<p>76.</p>	<p>/</p>	<p>Adding a subheading as FINANCIAL YEAR and an article as Article 165. (the subsequent articles of the Articles of Association shall be renumbered accordingly)</p> <p style="text-align: center;">FINANCIAL YEAR</p> <p>Article 165. Unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of December in each year.</p>



Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Suoxinda Holdings Limited (the “**Company**”) will be held at 9A, Tower B, Tongfang Information Harbor, 11 Langshan Road, Nanshan District, Shenzhen, the People’s Republic of China on Thursday, 25 May 2023 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2022;
2. To re-elect Mr. Wu Xiaohua as an executive director of the Company;
3. To re-elect Mr. Shi Banchao as an executive director of the Company;
4. To re-elect Dr. Wu Fu-Shea as a non-executive director of the Company;
5. To re-elect Ms. Zhao Yue as a non-executive director of the Company;
6. To re-elect Dr. Chen Wei as an independent non-executive director of the Company;
7. To re-elect Mr. Yang Haifeng as an independent non-executive director of the Company;
8. To re-elect Ms. Dan Xi as an independent non-executive director of the Company;
9. To authorise the board of directors of the Company to fix the respective directors’ remuneration;
10. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix the auditor’s remuneration;

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11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the subscription agreements (the **“Subscription Agreements”**) dated 19 March 2023 (a copy of which is tabled at the Annual General Meeting and marked “A” and signed by the chairman of the Annual General Meeting for identification purpose) entered into between the Company and no less than 6 subscribers (the **“Subscribers”**) and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 175,500,000 new shares of the Company (the **“Subscription Shares”**) to the Subscribers, be and is hereby approved, confirmed and ratified;
- (b) subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the 175,500,000 Subscription Shares, the directors of the Company (the **“Directors”**) be and are hereby granted the specific mandate (the **“Specific Mandate”**) which shall entitle the Directors to exercise all the powers of the Company to issue and allot 175,500,000 Subscription Shares to the Subscribers, on and subject to the terms and conditions of the Subscription Agreements entered into between the Company and the Subscribers, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one Director be and is hereby authorised, on behalf of the Company, to do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreements entered into between the Company and the Subscribers and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”
12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF THE 2023 AGM

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held”;
13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

NOTICE OF THE 2023 AGM

- (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
- (iii) the exercise of options under a share option scheme of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange);

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14. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 12 and 13 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 13 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 12 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution” and

SPECIAL RESOLUTION

15. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the existing articles of association of the Company be amended in the manner as set out in the circular of the Company dated 24 April 2023 (the “**Circular**”) and the amended and restated articles of association of the Company in the form of the document marked “B” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the new amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that the directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the amended and restated articles of association of the Company, including but not limited to authorising any of the directors, company secretary or assistant company secretary of the Company to deal with all necessary filings in Hong Kong and the Cayman Islands in connection with the foregoing.”

By order of the Board
Suoxinda Holdings Limited
Wu Fu-Shea
Chairman of the Board

Hong Kong, 24 April 2023

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

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- b. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar (i.e. Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Tuesday, 23 May 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Monday, 22 May 2023, to Thursday, 25 May 2023 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited (at its address shown in Note b above), for registration no later than 4:30 p.m. on Friday, 19 May 2023).
- d. References to time and dates in this Notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Wu Xiaohua and Mr. Shi Banchao, three non-executive Directors, namely, Dr. Wu Fu-Shea, Mr. Chen Zhenping and Ms. Zhao Yue, and three independent non-executive Directors, namely, Dr. Chen Wei, Mr. Yang Haifeng and Ms. Dan Xi.