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

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CONTINENTAL
HOLDINGS LIMITED
恒和珠寶集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00513)

**GENERAL MANDATES TO ISSUE NEW SHARES AND TO
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Whampoa 01 & 02, 1/F, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon, Hong Kong on Monday, 16 November 2026 at 11:00 a.m. or any adjournments thereof at which the above proposals will be considered, is contained on pages 44 to 48 of this circular. If you are not able to attend the AGM, you are requested to complete and return the form of proxy enclosed with this circular, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the AGM to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited on 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion of the form of proxy shall not preclude you from attending and voting at the AGM should you so wish.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Whampoa 01 & 02, 1/F, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hunghom, Kowloon, Hong Kong on Monday, 16 November 2026 at 11:00 a.m.
“Articles of Association”	articles of association of the Company
“Board”	board of Directors
“CG Code”	Corporate Governance Code as set out in Appendix C1 of the Listing Rules
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Continental Holdings Limited, a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“Existing Articles”	the existing Articles of Association
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period up to a maximum of 20 per cent of the total number of shares in issue of the Company as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	15 October 2026, being the latest practicable date prior to the issue of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles”	the proposed new Articles of Association, incorporating all the Proposed Amendments
“Proposed Amendments”	the proposed amendments to the Existing Articles as set out in Appendix III to this circular
“Repurchase Mandate”	the general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the relevant period up to a maximum of 10 per cent of the total number of shares in issue of the Company as at the date of passing of the relevant resolution at the AGM
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



CONTINENTAL
HOLDINGS LIMITED
恒和珠寶集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00513)

Executive Directors:

Mr. Chan Wai Lap, Victor
Ms. Cheng Siu Yin, Shirley
Ms. Chan Wai Kei, Vicki
Ms. Chan Mei Kei, Alice
Mr. Wong Edward Gwon-hing

Registered Office:

Flats M and N, 1/F
Kaiser Estate, Phase III
11 Hok Yuen Street
Kowloon
Hong Kong

Independent Non-executive Directors:

Mr. Yu Shiu Tin, Paul, *BBS, MBE, JP*
Mr. Chan Ping Kuen, Derek
Mr. Sze Irons, *GBS, BBS, JP*
Mr. Cheung Chi Fai, Frank
Mr. Yam Tat Wing

23 October 2026

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND TO
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the AGM for the granting of the Issue Mandate and the Repurchase Mandate, the proposed re-election of Directors and the Proposed Amendments.

LETTER FROM THE BOARD

The purpose of this circular is to (a) provide you with details of the Issue Mandate and the Repurchase Mandate; (b) present the proposal for the re-election of Directors; (c) provide you with information on the Proposed Amendments; and (d) give you notice of the AGM.

GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

Three ordinary resolutions numbered (4), (5) and (6) in the notice of the AGM to be proposed in relation to the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to issue and allot additional Shares representing the total number of Shares which may be purchased by the Company under the Repurchase Mandate are as follows:

(a) Repurchase Mandate

Ordinary resolution numbered (4) set out in the notice of the AGM will be proposed at the AGM to give a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase at any time during the Relevant Period (as defined in ordinary resolution numbered (4) set out in the notice of the AGM) Shares representing up to 10% of the total number of Shares in issue as at the date of passing such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 683,118,258 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 10% will represent 68,311,825 Shares.

The Directors will seek the approval of the Shareholders for the grant of the Repurchase Mandate in accordance with the requirements set out in the Listing Rules.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

(b) Issue Mandate

Ordinary resolution numbered (5) set out in the notice of the AGM will also be proposed that the Directors be given a general and unconditional mandate to issue and allot during the Relevant Period (as defined in ordinary resolution numbered (5) set out in the notice of the AGM) additional Shares representing up to 20% of the total number of Shares in issue as at the date of passing such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 683,118,258 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 136,623,651 Shares.

LETTER FROM THE BOARD

In addition, an ordinary resolution (ordinary resolution numbered (6) set out in the notice of the AGM) will be proposed to extend such general mandate to issue Shares by adding to it an amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the Issue Mandate at the AGM.

RE-ELECTION OF DIRECTORS AND LENGTH OF TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to Articles 119 and 121 of the Articles of Association, at each annual general meeting of the Company, one-third (or such higher proportion as the Board may determine from time to time) of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but greater than one-third) shall retire from office. A retiring Director shall retain office until the conclusion of the meeting or adjourned meeting at which he is due to retire. A retiring Director shall be eligible for re-election.

Furthermore, according to Article 120 of the Articles of Association, the Directors to retire in every three years shall be the Directors who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall (unless such Directors of equal seniority shall agree otherwise amongst themselves) be selected from among them by lot.

In accordance with Articles 119, 120 and 121 of the Articles of Association, Mr Wong Edward Gwon-hing, Mr. Sze Irons and Mr. Yam Tat Wing shall retire from office by rotation and all of them are eligible for re-election at the AGM.

As at the Latest Practicable Date, Mr. Yu Shiu Tin, Paul was appointed as Independent Non- Executive Director since 25 April 2005 and has been serving the Company for more than 21 years; Mr. Chan Ping Kuen, Derek was appointed as Independent Non-Executive Director since 7 March 2008 and has been serving the Company for more than 18 years; Mr. Sze Irons was appointed as Independent Non-Executive Director since 2 October 2008 and has been serving the Company for more than 18 years; and Mr. Cheung Chi Fai, Frank was appointed as Independent Non-Executive Director since 7 April 2010 and has been serving the Company for more than 16 years. Mr. Yam Tat Wing was re-designated from Non-executive Director to Independence Non-executive Director on 8 February 2024.

LETTER FROM THE BOARD

Mr. Sze Irons, being Independent Non-executive Director, have served the Company for more than nine years. The Nomination Committee of the Board considered that his long service would not affect his exercise of independent judgment and was satisfied that Mr. Sze Irons has the required integrity and experience to continue fulfilling the role of Independent Non-executive Director.

Mr. Sze Irons has extensive knowledge and experience in management and business development and in-depth understanding of the Company's operations and business. He has expressed objective views and given independent guidance to the Company over the years. His impartiality and independent judgement on various issues can be observed during Board meetings. The Board is satisfied with his independence and considers Mr. Sze Irons continues to be independent.

In addition, Mr. Sze Irons and Mr. Yam Tat Wing have made confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. Taking into consideration of the above, the Board is of the view that Mr. Sze Irons and Mr. Yam Tat Wing are independent in accordance with the independence guidelines.

Pursuant to the code provision B.2.3 of the CG Code, the re-election of Mr. Sze Irons and Mr. Yam Tat Wing shall be subject to separate resolutions to be approved by Shareholders at the AGM.

Details of retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 October 2026. The Board proposes to adopt the New Articles in substitution for the Existing Articles, for the purpose of, among others, (i) aligning with the latest legal and regulatory requirements relating to the uncertificated securities market regime and the further expansion of the paperless listing regime; and (ii) incorporating other consequential and housekeeping changes.

The Proposed Amendments shall only become effective upon approval by the Shareholders by way of a special resolution at the AGM. For details of the Proposed Amendments when compared with the Existing Articles, please refer to Appendix III to this circular.

LETTER FROM THE BOARD

The full text of the New Articles (exclude the covering pages and the pages containing copies of a certificate of incorporation, a certificate of incorporation on change of name) are available at “Corporate Governance” section under “Investors Relations” section on the Company’s website www.continental.com.hk. Shareholders are advised that the New Articles are prepared in the English language, and the Chinese translation is only for reference purpose. In case of any inconsistency, the English version shall prevail.

A copy of the New Articles will also be available (a) for inspection at the Company’s registered office at Flats M and N, 1st Floor, Kaiser Estate, Phase III, 11 Hok Yuen Street, Hunghom, Kowloon Hong Kong during normal business hours on any business day (excluding Saturday) from 23 October 2026 until 16 November 2026, or (b) upon request in writing to the Company Secretary of the Company.

The draft of the New Articles displayed on the Company’s website and available for inspection is subject to amendment prior to the AGM.

The legal adviser to the Company as to Hong Kong laws has confirmed that the New Articles conform with the applicable requirements under the Listing Rules and the Companies Ordinance. In addition, the Company has confirmed that there is nothing unusual in the New Articles from the perspective of a company listed on the Stock Exchange.

ANNUAL GENERAL MEETING

The notice of the AGM is set out in this circular. At the AGM, resolutions will be proposed to approve the granting of the Issue Mandate and the Repurchase Mandate; the re-election of Directors; and the Proposed Amendments.

A form of proxy for use at the AGM is enclosed with this circular. If you are not able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited on 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM if they so wish.

RIGHT TO DEMAND POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will demand a poll on each of the resolutions to be proposed at the AGM. The results of the poll will be published on the website of the Stock Exchange and the website of the Company at <http://www.continental.com.hk> on the day of the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 11 November 2026 to Monday, 16 November 2026, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 10 November 2026.

RECOMMENDATIONS

The Board considers that (a) the granting of and the extension to the Issue Mandate and the Repurchase Mandate; (b) the re-election of the Directors as described in the section headed "Re-election of Directors and Length of Tenure of Independent Non-Executive Directors"; and (c) the Proposed Amendments above are in the interests of the Company and its Shareholders as a whole and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

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

MISCELLANEOUS

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
Chan Wai Lap, Victor
Chairman

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

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue comprised 683,118,258 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM, exercise in full of the proposed Repurchase Mandate can accordingly result in up to 68,311,825 Shares being repurchased by the Company during the course of the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and its Shareholders as a whole to seek a general authority from the Shareholders to enable the Directors to repurchase Shares in the market.

Repurchases may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of the Repurchase 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 prevailing.

FUNDING OF REPURCHASES

Repurchases of Shares must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the Companies Ordinance. Repurchases of Shares pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases of Shares will be made out of funds of the Company permitted to be utilised in this connection, including profits otherwise available for distribution.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements dated 30 June 2026) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Per Share Lowest <i>HK\$</i>
2025		
October	0.200	0.150
November	0.155	0.125
December	0.135	0.120
2026		
January	0.159	0.127
February	0.150	0.129
March	0.150	0.120
April	0.160	0.120
May	0.250	0.160
June	0.167	0.101
July	0.108	0.101
August	0.179	0.110
September	0.165	0.123
October (up to the Latest Practicable Date)	0.160	0.145

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase would be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's voting right at the time, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Tamar Investments Group Limited ("Tamar Investments"), a company owned as to 70% by Ms. Cheng Sin Yin, Shirley, 7% by Ms. Chan Wai Kei, Vicki, 7% by Ms. Chan Mei Kei, Alice and 16% by Mr. Chan Wai Lap, Victor ("Mr. Victor Chan"), Chairman of the Board, and all being Executive Directors of the Company, was interested in 506,339,522 Shares, representing approximately 74.12% of the issued Shares as at such date. Mr. Victor Chan, was also interested in 270,000 Shares, representing approximately 0.04% of the issued Shares. On such basis, if the Repurchase Mandate is fully exercised by the Company, it will increase their aggregate shareholding in the Company to approximately 82.40% (Note), and such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. However, in such circumstances, the number of Shares held by the public will be reduced to below 25%.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the total number of the issued Shares held by the public being reduced to less than 25% as required under the Listing Rules (or the relevant prescribed minimum percentage required by the Stock Exchange).

Note: The percentage was calculated based on the Company's issued number of Shares of 683,118,258 as at the Latest Practicable Date and on the assumptions that there is no other change in the issued number of Shares and that none of the share options issued by the Company are exercised prior to the AGM.

DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company and no such persons have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Hong Kong and the Articles of Associations.

REPURCHASES MADE BY THE COMPANY

The Company has not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

The following are the particulars of the retiring Directors proposed for re-election at the AGM.

Mr. Wong Edward Gwon-hing, aged 63, joined the Group in 1998, and has been appointed as Executive Director of the Company since 1 March 2014. He is also the General Manager of Continental Jewellery (Mfg.) Limited, a wholly-owned subsidiary of the Company, mainly engaged in the product development, manufacturing and marketing of fine jewellery primarily for export. Mr. Wong has over 40 years' experience in manufacturing, sales marketing and management in jewellery industry. Mr. Wong is responsible for overall development and management of the Group's jewellery business.

Mr. Wong has not held any directorship in any other public listed companies in the last three years and does not have any relationship with any other directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong is interested in 1,000,000 underlying Shares pursuant to share options granted to him by the Company (within the meaning of Part XV of the Securities and Future Ordinance).

On 1 March 2026, Mr. Wong has entered into a letter of re-appointment as an Executive Director for a term of three years which is terminable by either party by giving six months' written notice. Mr. Wong is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2026, the total remuneration paid to Mr. Wong is HK\$1,873,000. (including salaries, benefits, bonus and retirement scheme contributions), which is determined by reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Wong and there is no other information which is required to be disclosed pursuant to the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Sze Irons, *GBS BBS, JP*, aged 64, was appointed as an Independent Non-executive Director on 2 October 2008. Mr. Sze graduated with a Bachelor's degree in Science from University of Wisconsin-La Crosse, United States in 1985. Mr. Sze has extensive experience in investment and corporate management and is currently an Independent Non-executive Director of Chevalier International Holdings Limited (Stock Code: 25), Best Mart 360 Holdings Limited (Stock Code: 2360), Redco Healthy Living Company Limited (Stock Code: 2370), Forward Fashion (International) Holdings Company Limited (Stock Code: 2528) and Tongda Group Holdings Limited (Stock Code: 698), all of which are listed on the Stock Exchange. He is also an Executive Director of a private company, Hang Tung Resources Holding Limited, and holds directorship in various private companies. Mr. Sze has resigned as Independent Non-executive Director of Jianzhong Construction Development Limited (Stock Code: 589) and ST International Holdings Company Limited (now known as WebX International Holdings Company Limited) (Stock Code: 8521) on 21 November 2023 and 5 December 2023 respectively.

Mr. Sze is a Standing Member of the 14th National Committee of the Chinese People's Political Consultative Conference ("CPPCC"), Standing committee member of the Beijing Committee of the CPPCC, Convener of Hong Kong, the Permanent Honorary President of the Chinese Manufacturers' Association of Hong Kong, Permanent Honorary President of the HKCPPCC (Provincial) Members Association, President of Federation of Hong Kong Beijing Organisations and the Deputy Secretary of the Hong Kong Coalition. He is also elected as a member of Election Committee for the 3rd, 4th, 5th and 6th Chief Executives of Hong Kong Special Administrative Region. Mr. Sze was appointed Justice of the Peace, awarded the Bronze Bauhinia Star and the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2011, 2015 and 2025 respectively.

Notwithstanding Mr. Sze has existing commitments for being an independent non-executive director for five other listed companies in Hong Kong. Given all such directorships are of independent non-executive in nature and do not require Mr. Sze to devote his full time and attention to the day-to-day operations or management of those companies, the Board is of the view that Mr. Sze will be able to devote sufficient time to discharge his responsibilities as an Independent Non-executive Director. The Board further noted that Mr. Sze possesses extensive experience in management and business development and has accumulated more than 10 years' experience of taking independent non-executive director position for listed companies in Hong Kong. Furthermore, Mr. Sze has confirmed to the Company that he is able to devote sufficient time to discharge his responsibilities as an Independent Non-executive Director.

In view of the above, the Board considers that Mr. Sze is able to devote sufficient time to perform his responsibilities as an Independent Non-executive Director and proposes that he stands for re-election at the Annual General Meeting.

The Board is of the view that Mr. Sze will continue to bring valuable business experience and professional knowledge to the Board for its effective functioning and diversity. Accordingly, the Directors support the re-election of Mr. Sze and recommend the Shareholders to vote in favour of the relevant resolution at the Annual General Meeting.

Saved as disclosed above, Mr. Sze has not held any directorship in any other public listed companies in the last three years and does not have any relationship with any other directors or senior management or substantial or controlling shareholders of the Company.

No services contract has been entered into between Mr. Sze and the Company. Mr. Sze has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Sze does not have any interest (within the meaning of Part XV of the Securities and Future Ordinance) in the Shares. For the financial year ended 30 June 2026, Mr. Sze is entitled to a director's fee of HK\$50,000 per annum, which is determined by reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation.

Mr. Sze has confirmed in writing his independence in accordance with the Listing Rules. Based on such information and Mr. Sze's past performance, the Board believes that Mr. Sze continues to be independent.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Sze and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yam Tat Wing, aged 73, joined the Group in 2011 as General Manager – Business Development and Mining of the Group, was appointed as Executive Director on 1 March 2014 and was re-designated as Non-executive Director and Independence Non-executive Director of the Company on 1 January 2017 and 8 February 2024 respectively. Mr. Yam was educated up to matriculation and he obtained a certificate in Personnel Management from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). Prior to joining the Group, Mr. Yam had served in the Hong Kong Police Force (the “**Force**”) for over 37 years, he was previously Deputy Commissioner, Operations from January 2007 to March 2010. Mr. Yam has extensive experience in leadership, public administration and crisis management.

During his career in the Force, Mr. Yam was awarded the Silver Bauhinia Star Medal, Colonial Police Long Service Medal with 3rd clasp, the Colonial Police Medal for Meritorious Service, the Hong Kong Police Medal for Distinguished Service and Chief Executives Commendation. From August 2011 to August 2021, Mr. Yam was appointed an Affiliated Fellow of Wu Yee Sun College of The Chinese University of Hong Kong. He is an Honorary Advisor to the Asian Professional Security Association Hong Kong Chapter. Mr. Yam has been appointed as an Honorary Adviser to the Hong Kong Police College since 2020. He is also an Honorary Chairman of International Legal Commercial Elites Association. In January 2025, Mr. Yam was appointed a member of the Council of the Hong Kong Academy for Performing Arts (the “**HKAPA**”) for a term of two years. Since 2026, Mr. Yam was appointed Deputy Chairman of the Council of the HKAPA for a term of two years.

Mr. Yam has not held any directorship in any other public listed companies in the last three years and does not have any relationship with any other directors or senior management or substantial or controlling shareholders of the Company.

Mr. Yam was re-designated as an Independence Non-executive Director of the Company with effect from 8 February 2024. He has entered into a letter of appointment as an Independence Non-executive Director of Company with no specific term of appointment but is subject to termination by either party by giving three months’ written notice. He is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Yam is interested in 240,000 Shares and 1,000,000 underlying Shares pursuant to share options granted to him by the Company (within the meaning of Part XV of the Securities and Future Ordinance). As an Independence Non-executive Director of the Company, Mr. Yam is entitled to a director’s fee of HK\$50,000 per annum, which is determined by reference to his duties and responsibilities with the Group, the Group’s performance and the prevailing market situation.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Yam and there is no other information which is required to be disclosed pursuant to the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The followings are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and Article numbers referred to herein are clause and paragraph numbers of the New Articles. If the serial numbering of the Existing Articles is changed due to the addition, deletion or rearrangement of certain clauses made in these Proposed Amendments, the serial numbering of the Articles of Association as so amended shall be changed accordingly, including cross-references.

The Proposed Amendments are prepared in English, and the Chinese translation is for reference only. In the event of any discrepancy between the Chinese and the English versions of the Proposed Amendments and/or the Articles of Association, the English version shall prevail.

Before amendment		After Amendment	
5	In these Articles the words and expressions set out in the first column below shall, if not inconsistent with the subject or context, bear the meanings set opposite to them respectively:- “Articles” These Articles of Association as originally adopted or as from time to time altered by Special Resolution. “Associated Company” Any company that is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.	5	In these Articles the words and expressions set out in the first column below shall, if not inconsistent with the subject or context, bear the meanings set opposite to them respectively:- “Articles” These Articles of Association as originally adopted or as from time to time altered by Special Resolution. <u>“Approved Securities Registrar” or “ASR”</u> <u>A person approved by the SFC under section 101AAG of the SFO to provide one or more securities registrar services.</u> <u>“ASR Code”</u> <u>The Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u> <u>“ASR Rules”</u> <u>The Securities and Futures (Approved Securities Registrars) Rules (Chapter 571AT of the Laws of Hong Kong), as amended from time to time.</u> “Associated Company” Any company that is the Company’s subsidiary or holding company or a subsidiary of the Company’s holding company.

Before amendment		After Amendment	
	“Auditor” the persons for the time being performing the duties of that office; “Black Rainstorm Warning” Shall have the same meaning as that set out in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong) as modified from time to time. “Board” or “Director(s)” the directors of the Company from the time to time or (as the context may require) the majority of directors of the Company present and voting at a meeting of the directors of the Company at which a quorum is present. “Clearing House” A recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time. “General Meeting” A meeting of members held in accordance with these Articles; and includes any General Meeting held as the Company's Annual General Meeting. “Hong Kong” The Hong Kong Special Administrative Region of the People's Republic of China.		“Auditor” ~~the~~The persons for the time being performing the duties of that office; “Black Rainstorm Warning” Shall have the same meaning as that set out in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong) as modified from time to time. “Board” or “Director(s)” ~~the~~The directors of the Company from the time to time or (as the context may require) the majority of directors of the Company present and voting at a meeting of the directors of the Company at which a quorum is present. <u>“CCASS”</u> <u>The Central Clearing and Settlement System established and operated by HKSCC.</u> “Clearing House” A recognised clearing house within the meaning of the ~~Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)~~<u>SFO</u> as amended from time to time. “General Meeting” A meeting of members held in accordance with these Articles; and includes any General Meeting held as the Company's Annual General Meeting. <u>“HKSCC”</u> <u>Hong Kong Securities Clearing Company Limited.</u> “Hong Kong” The Hong Kong Special Administrative Region of the People's Republic of China.

Before amendment		After Amendment	
			
	“Securities Seal” An official seal kept by the Company by virtue of Section 126 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).		“Securities Seal” An official seal kept by the Company by virtue of Section 126 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).
			<u>“SFC”</u> The Securities and Futures Commission of Hong Kong.
			<u>“SFO”</u> The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time.
	“Statutes” The Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and every other Ordinance from time to time in force concerning companies in so far as the same apply to the Company.		“Statutes” The Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and every other Ordinance from time to time in force concerning companies in so far as the same apply to the Company.
			
	“Summary Financial Report” The “summary financial report” as defined under section 357(1) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).		“Summary Financial Report” The “summary financial report” as defined under section 357(1) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).
			<u>“UNSR System”</u> An uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that enables title to the shares and securities to be evidenced and transferred without an instrument, and facilitates supplementary and incidental matters.

Before amendment		After Amendment	
		<u>“USM”</u>	<u>Uncertificated securities market.</u>
		<u>“USM Rules”</u>	<u>The Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong) as amended from time to time.</u>
“Virtual General Meeting”	A General Meeting the notice of which specifies only the virtual meeting technology to be used for the meeting.	“Virtual General Meeting”	A General Meeting the notice of which specifies only the virtual meeting technology to be used for the meeting.
“business day” means (unless otherwise required by the Statutes or the Listing Rules in any particular case) a day from Monday to Friday on which banks are generally open for business in Hong Kong;		“business day” means (unless otherwise required by the Statutes or the Listing Rules in any particular case) a day from Monday to Friday on which banks are generally open for business in Hong Kong;	
“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;		<u>“certificated form” shall have the same meaning as that set out in section 1AB of the Part 1 of Schedule 1 to the SFO;</u>	
“dividend” shall include bonus;		“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;	
.....		<u>“dematerialization” means conversion from certificated form to uncertificated form (and “dematerialize” is to be construed accordingly);</u>	
		“dividend” shall include bonus;	
			

COMPARISON TABLE OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- 21 -

Before amendment		After Amendment	
6	 (B) For the purpose of this Article “shares” shall mean shares of all classes and securities which carry a right to subscribe or purchase, or are otherwise convertible into, shares of the Company and an “odd lot of shares” shall mean a number of shares less than the usual number authorised for trading on the Stock Exchange.	6	 (B) For the purpose of this Article “shares” shall mean shares of all classes and securities which carry a right to subscribe or purchase, or are otherwise convertible into, shares of the Company and an “odd lot of shares” shall mean a number of shares less than the usual number authorised for trading on the Stock Exchange. <u>For the avoidance of doubt, shares in the Company do not constitute a separate class solely by virtue of being in certificated form or uncertificated form.</u>
			<u>The Register</u> <u>12A.</u> This Article 12 applies to shares in the Company for so long as they are prescribed securities. <u>12B.</u> (A) The Company will keep the Register in accordance with the USM Rules, and include in it such matters as are required by those rules to be included in it. (B) <u>Where any share is issued in uncertificated form, or is dematerialized:-</u> (i) the share will be recorded in the Register as being in uncertificated form; and (ii) such record will not be amended or removed except in accordance with the USM Rules.

Before amendment		After Amendment	
		12C.	(A) <u>Entries in the Register will have such evidential value and other effect as provided in the USM Rules.</u>
			(B) <u>Changes to any entry in the Register relating to the holder of a share will be notified to the holder in accordance with the USM Rules and the ASR Code.</u>
		12D.	<u>A person may, in accordance with the USM Rules, inspect, make copies of, and request to be provided with copies of, entries in the Register.</u>
13	 (C) Certificates for shares or debentures registered in a branch Register in a place for use in which the Company has an official seal may be issued under such official seal in which event the certificates need not be signed or authenticated except as required by the Statutes.	13	 (C) Certificates for shares or debentures registered in a branch Register in a place for use in which the Company has an official seal may be issued under such official seal in which event the certificates need not be signed or authenticated except as required by the Statutes. (D) <u>This Article 13 applies subject to Articles 13A and 15E.</u>
		13A	(A) <u>This Article 13A applies:-</u> (i) <u>to shares in the Company for so long as they are participating securities and not in the process of delisting; and</u> (ii) <u>save as otherwise permitted or required under the USM Rules.</u> (B) <u>With effect from (and including) the participation date, no certificate will be issued in respect of any such shares.</u>

Before amendment		After Amendment	
			(C) <u>For the avoidance of doubt, paragraph (B) applies (without limitation) in the following circumstances:-</u> (i) <u>following any issue, allotment, transfer, transmission, consolidation or subdivision of shares in the Company, if the issue, allotment, transfer, transmission, consolidation or subdivision is registered in the Register on or after the participation date; or</u> (ii) <u>where, for whatever reason, the holder of a share request to replace an existing certificate for the share, and the replacement certificate is not issued before the participation date.</u> (D) <u>Nothing in this Article 13A affects the validity of any certificate issued by the Company in respect of a share prior to the participation date, and not cancelled.</u>
14	 (B) The Company shall provide standard and bulk securities registration services and a certificate replacement service as prescribed in the provisions regarding Trading and Settlement in Part A of Appendix 7 of the Listing Rules, in each case at such fees payable to the Company for such registration and/or replacement services as the Board shall determine provided that such fees shall not exceed the maximum fees prescribed by the Stock Exchange from time to time in the Listing Rules.	14	 (B) The Company shall provide standard and bulk securities registration services and a certificate replacement service as prescribed in the provisions regarding Trading and Settlement in ~~Part A of Appendix 7~~ of the Listing Rules, in each case at such fees payable to the Company for such registration and/or replacement services as the Board shall determine provided that such fees shall not exceed the maximum fees prescribed by the Stock Exchange from time to time in the Listing Rules. (C) <u>This Article 14 applies subject to Article 13A.</u>

Before amendment		After Amendment	
15	If any certificate shall be worn out, destroyed or lost, it may be replaced upon payment of such fee, if any, not exceeding the maximum fees prescribed by the Stock Exchange from time to time in the Listing Rules together with the amount of any other costs and expenses which the Company has incurred in connection therewith, and on such evidence being produced as the Board shall require, and in the case of wearing out on delivering up of the old certificate, and in the case of destruction or loss on execution of such indemnity (if any) as the Board shall require.	15	If any certificate shall be worn out, destroyed or lost, it may be replaced upon payment of such fee, if any, not exceeding the maximum fees prescribed by the Stock Exchange from time to time in the Listing Rules together with the amount of any other costs and expenses which the Company has incurred in connection therewith, and on such evidence being produced as the Board shall require, and in the case of wearing out on delivering up of the old certificate, and in the case of destruction or loss on execution of such indemnity (if any) as the Board shall require. <u>This Article 15 applies subject to Article 15A.</u>
15A		15A	(A) <u>This Article 15A applies:-</u> (i) <u>to shares in the Company for so long as they are participating securities and not in the process of delisting; and</u> (ii) <u>save as otherwise permitted or required under the USM Rules.</u> (B) <u>If a certificate issued in respect of a member's shares is worn out, destroyed or lost, and no replacement certificate is issued prior to the participation date:-</u> (i) <u>the member is not entitled to be issued with a replacement certificate in respect of the same shares; and</u> (ii) <u>subject to paragraph (C), the shares may instead be dematerialized in accordance with the USM Rules.</u>

Before amendment		After Amendment	
			(C) <u>Shares of a member that are covered by a certificate that is worn out, destroyed or lost may not be dematerialized unless the member has paid such fee, if any, not exceeding the maximum fees prescribed by the Stock Exchange from time to time in the Listing Rules together with the amount of any other costs and expenses which the Company has incurred in connection therewith, and has produced such evidence as the Board shall require, and in the case of wearing out has delivered the old certificate, and in the case of destruction or loss has executed such indemnity (if any) as the Board shall require.</u>
			<u>New Issues in Uncertificated Form, Dematerialization and Rematerialization</u>
		15B.	<u>Articles 15C and 15D apply:-</u>
			(i) <u>to shares in the Company for so long as they are participating securities and not in the process of delisting; and</u>
			(ii) <u>save as otherwise permitted or required under the USM Rules.</u>
		15C.	<u>Any share issued on or after the participation date will be issued in uncertificated form and no certificate will be issued in respect of it.</u>
		15D.	(A) <u>With effect from (and including) the participation date, shares which are in certificated form may be dematerialized in accordance with the USM Rules.</u>

Before amendment		After Amendment	
			(B) <u>The Company's ASR shall not charge any dematerialization fee of more than the maximum fee prescribed under the ASR Code from time to time to the member and/or transferee of a share in connection with the dematerialization of the share. Such fee may be charged irrespective of whether the dematerialization is initiated by the Company or requested by the member or transferee.</u>
		15E.	(A) <u>This Article 15E applies to shares in the Company if they are participating securities.</u> (B) <u>Shares in the Company which are in uncertificated form may be rematerialized in accordance with the USM Rules.</u> (C) <u>Within two months after any rematerialization, the Company must issue, free of charge, to each member whose shares are rematerialized, such number of certificates in respect of those shares as is required under the USM Rules.</u> (D) <u>If more than one person holds a share, only one certificate may be issued in respect of it.</u>

Before amendment		After Amendment	
30	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposition thereof and the Board may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and the latter person shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase consideration (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.	30	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposition thereof and the Board may authorise some person to execute a transfer of the share <u>or send a specified request</u> in favour of the person to whom the share is sold or otherwise disposed of and the latter person shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase consideration (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.
36	Shares in the Company shall be transferred by instrument of transfer in any usual or common form, or in such other form as shall be approved by the Board. The instrument of transfer of a share (which need not be under seal) shall be executed by or on behalf of the transferor and the transferee in such manner and/or by such means as the Board may from time to time (whether generally or in any particular case) approve, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.	36	Shares in the Company shall be transferred by instrument of transfer in any usual or common form, or in such other form as shall be approved by the Board. The instrument of transfer of a share (which need not be under seal) shall be executed by or on behalf of the transferor and the transferee in such manner and/or by such means as the Board may from time to time (whether generally or in any particular case) approve, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. <u>This Article 36 applies subject to Article 36A.</u>

Before amendment		After Amendment	
		36A	(A) <u>This Article applies:-</u> (i) <u>to shares in the Company for so long as they are prescribed securities and not in the process of delisting; and</u> (ii) <u>save as otherwise permitted or required under the USM Rules.</u> (B) <u>With effect from (and including) the participation date, shares in the Company may be transferred as follows:-</u> (i) <u>if the shares are held by the transferor in certificated form – by means of an instrument of transfer that complies with Article 36 and the USM Rules; and</u> (ii) <u>if the shares are held by the transferor in uncertificated form – by means of a specified request from the transferor and the transferee that complies with the USM Rules.</u> (C) <u>Notwithstanding paragraph (B)(ii), shares in the Company held by the transferor in uncertificated form may be transferred by means of an instrument of transfer if the Board is satisfied that it is not reasonably practicable to transfer them by means of a specified request.</u>

Before amendment		After Amendment	
38	(A) The Board may also decline to recognise any instrument of transfer unless:- (i) the instrument of transfer duly stamped is deposited at the Office or such other place as the Board may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (ii) the instrument of transfer is in respect of only one class of shares; (iii) the instrument of transfer is in favour of not more than four joint holders; and (iv) the shares concerned are free of lien. (B) If the Board decline to register a transfer of any share, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferor and the transferee notice of the refusal. If any of the transferor or transferee should request a statement of the reasons for the refusal, the Board must, within twenty-eight days after receipt of the request, send a statement of the reasons or the Board may instead register the transfer.	38	(A) The Board may also decline to recognise any instrument of transfer unless:- (i) the instrument of transfer duly stamped is deposited at the Office or such other place as the Board may appoint, accompanied by the certificate of the shares to which it relates <u>(where applicable)</u>, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (ii) the instrument of transfer is in respect of only one class of shares; (iii) the instrument of transfer is in favour of not more than four joint holders; and (iv) the shares concerned are free of lien. (B) If the Board decline to register a transfer of any share, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferor and the transferee notice of the refusal. If any of the transferor or transferee should request a statement of the reasons for the refusal, the Board must, within twenty-eight days after receipt of the request, send a statement of the reasons or the Board may instead register the transfer. (C) <u>This Article 38 applies subject to Article 38A.</u>

Before amendment		After Amendment	
		38A	(A) <u>Without prejudice to Article 38, the Board may refuse to register the transfer of a share:-</u> (i) <u>if the share is in certificated form, and a specified request is sent;</u> (ii) <u>if the share is in uncertificated form, and:-</u> (a) <u>the specified request is not sent in accordance with the operating rules of the Company's ASR; or</u> (b) <u>subject to Article 36A(C), an instrument of transfer is lodged;</u> (iii) <u>if the Board is entitled to do so by virtue of Article 46A; or</u> (iv) <u>any other ground provided under the USM Rules.</u> (B) <u>Where Article 38A applies, and the Board refuses to register the transfer of a share, a notice of refusal must be sent to the transferor and transferee within such period as indicated in the ASR Code. If any of the transferor or transferee should request a statement of the reasons for the refusal, the Board must, within twenty-eight days after receipt of the request, send a statement of the reasons or the Board may instead register the transfer.</u>

Before amendment		After Amendment	
39	The Company shall not charge any fee of more than the maximum fee prescribed by the Stock Exchange from time to time in the Listing Rules in respect of the registration of any transfer, probate, letters of administration, certificate of marriage or death, power of attorney, stop notice, order of court or other document relating to or affecting the title to any share.	39	(A) The Company shall not charge any fee of more than the maximum fee prescribed by the Stock Exchange from time to time in the Listing Rules in respect of the registration of any transfer <u>(either by means of an instrument of transfer or by means of a specified request)</u>, probate, letters of administration, certificate of marriage or death, power of attorney, stop notice, order of court or other document relating to or affecting the title to any share. (B) <u>The Company's ASR shall not charge any fee of more than the maximum fee prescribed under the ASR Code from time to time in respect of the registration of any transfer (either by means of an instrument of transfer or by means of a specified request), probate, letters of administration, certificate of marriage or death, power of attorney, stop notice, order of court or other document relating to or affecting the title to any share.</u>
40	The registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, and either generally or in respect of any class of shares, provided always that such registration shall not be suspended for more than thirty days in any calendar year. The period of thirty days may be extended in respect of any year if approved by the Company in General Meeting.	40	The registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, and either generally or in respect of any class of shares, provided always that such registration shall not be suspended for more than thirty days in any calendar year. The period of thirty days may be extended in respect of any year if approved by the Company in General Meeting. <u>For so long as shares in the Company are participating securities, this Article applies subject to the USM Rules.</u>

Before amendment		After Amendment	
41	All instruments of transfer which are registered may be retained by the Company. The Company shall be entitled to destroy all instruments of transfer of shares and all documents on the faith of which entries have been made in the Register at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of name or address at any time after the expiration of two years from the date of the recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of such cancellation and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed as a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:- 	41	~~All~~<u>Any</u> instruments of transfer which are registered may be retained by the Company. The Company shall be entitled to destroy ~~all~~<u>any</u> instruments of transfer of shares and ~~all~~<u>any</u> documents on the faith of which entries have been made in the Register at any time after the expiration of six years from the date of registration thereof and ~~all~~<u>any</u> dividend mandates and notifications of change of name or address at any time after the expiration of two years from the date of the recording thereof and ~~all~~<u>any</u> share certificates which have been cancelled at any time after the expiration of one year from the date of such cancellation and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed as a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-
45	If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him, at (unless the Directors otherwise agree) the Office, stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing a transfer of the share to that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.	45	If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him, at (unless the Directors otherwise agree) the Office, stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing <u>an instrument of transfer or, (if Article 36A applies and so permits) by sending a specified request, in respect of the share</u> ~~to that person~~. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer ~~signed~~<u>made</u> by that member.

Before amendment		After Amendment	
		46A	(A) <u>This Article applies:-</u> (i) <u>to shares in the Company for so long as they are participating securities and not in the process of delisting; and</u> (ii) <u>save as otherwise permitted or required under the USM Rules.</u> (B) <u>The Board may also decline to register the transfer or transmission of a share if:-</u> (i) <u>the share is in certificated form and a dematerialization request in respect of the share and any other share covered by the same certificate as that share:-</u> (a) <u>is not received; or</u> (b) <u>is refused under the USM Rules;</u> (ii) <u>the share is in uncertificated form as a result of the Company having initiated its dematerialization, and the dematerialization fee payable in respect of the dematerialization remains unpaid; or</u> (iii) <u>the transferor, transferee or transmittee (as applicable) of the share is not a system-member of the UNSRT System operated by the Company's ASR.</u>

Before amendment		After Amendment	
52	 (v) with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint another person or persons as a proxy to attend and to vote at that meeting in accordance with Article 87. 	52	 (v) with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint another person or persons as a proxy to attend and to vote at that meeting in accordance with Article 87 <u>and any limit on the number of proxies to be appointed as imposed under Article 81.</u>
81	Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles every member present in person or by proxy or, in the case of a member which is a corporation, is represented by a representative appointed in accordance with Article 82(A) or by proxy shall:- (i) on a show of hands have one vote (except as provided below); and (ii) on a poll shall have one vote for every share held by him or it, provided that if a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.	81	Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles every member present in person or by proxy or, in the case of a member which is a corporation, is represented by a representative appointed in accordance with Article 82(A) or by proxy shall:- (i) on a show of hands have one vote (except as provided below); and (ii) on a poll shall have one vote for every share held by him or it, provided that if a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands. <u>The number of proxies appointed by a member who is an individual may not in any event exceed 2.</u>

Before amendment		After Amendment	
88	The instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and shall be signed, (a) in the case of an individual, under the hand of by the appointor or of his attorney, or authenticated by the individual in such other manner as may be approved by the Directors from time to time; and (b) authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same, or authenticated by the corporation in such other manner as may be approved by the Directors from time to time. 	88	The instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and shall be signed, (a) in the case of an individual, under the hand of by the appointor or of his attorney, or authenticated by the individual in such other manner as may be approved by the Directors from time to time, <u>or, subject to any limitations imposed by the Company's ASR, is an authenticated message (as defined in Article 170A(C)) that is attributable and addressed as described in Article 170A(B);</u> and (b) authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same, or authenticated by the corporation in such other manner as may be approved by the Directors from time to time, <u>or, subject to any limitations imposed by the Company's ASR, is an authenticated message (as defined in Article 170A(C)) that is attributable and addressed as described in Article 170A(B).</u>

Before amendment		After Amendment	
89	(A) The instrument appointing a proxy and, if required by the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy (where executed abroad) or office copy of such power or authority, shall be deposited at the Office or at such other place within Hong Kong as is specified in the notice of meeting or in any notice of any adjournment or postponement, or in the instrument of proxy issued by the Company, or, if an electronic address is specified in the notice of meeting or in the instrument of proxy issued by the Company, sent by electronic communication to that address (subject to any conditions or limitations specified therein) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote (or, in the case of a poll taken more than forty-eight hours after it was demanded, not less than twenty-four hours before the time appointed for the taking of the poll) and in default the instrument of proxy shall not be treated as valid. 	89	(A) The instrument appointing a proxy and, if required by the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy (where executed abroad) or office copy of such power or authority, shall be deposited at the Office or at such other place within Hong Kong as is specified in the notice of meeting or in any notice of any adjournment or postponement, or in the instrument of proxy issued by the Company, or, if an electronic address is specified in the notice of meeting or in the instrument of proxy issued by the Company, sent by electronic communication to that address (subject to any conditions or limitations specified therein), <u>or, subject to any limitations imposed by the Company's ASR, sent by means of an authenticated message (as defined in Article 170A(C)) that is attributable and addressed as described in Article 170A(B)</u> not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote (or, in the case of a poll taken more than forty-eight hours after it was demanded, not less than twenty-four hours before the time appointed for the taking of the poll) and in default the instrument of proxy shall not be treated as valid.

Before amendment		After Amendment	
94	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death or insanity of the principal, or the revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or (until entered in the Register of Members) the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place in Hong Kong or in such manner as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the instrument of proxy is used.	94	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death or insanity of the principal, or the revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or (until entered in the Register of ~~Members~~) the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place in Hong Kong or in such manner as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the instrument of proxy is used.

Before amendment		After Amendment	
95	Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. Where a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or its nominee is a Member of the Company, it or its nominee may authorise such person or persons (whether or not exceeding two in total) as it thinks fit to act as its representative or representatives at any General Meeting or any meeting of any class of Members provided that if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the fact that the person is duly authorised and will be entitled to exercise the same power on behalf of such recognised clearing house or its nominee as that clearing house or its nominee could exercise if it were an individual Member of the Company.	95	Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. Where a recognised clearing house within the meaning of the ~~Securities and Futures Ordinance~~ <u>Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)</u> SFO or its nominee is a Member of the Company, it or its nominee may authorise such person or persons (whether or not exceeding two in total) as it thinks fit to act as its representative or representatives at any General Meeting or any meeting of any class of Members provided that if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the fact that the person is duly authorised and will be entitled to exercise the same power on behalf of such recognised clearing house or its nominee as that clearing house or its nominee could exercise if it were an individual Member of the Company.

Before amendment		After Amendment	
120	Subject to the provisions of the Statutes and of these Articles and until otherwise determined by the Company by Ordinary Resolution the Directors to retire in every three years shall be the Directors who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall (unless such Directors of equal seniority shall agree otherwise amongst themselves) be selected from among them by lot. A retiring Director shall be eligible for re-election.	120	Subject to the provisions of the Statutes and of these Articles and until otherwise determined by the Company by Ordinary Resolution the Directors to retire in every three years shall be the Directors who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall (unless such Directors of equal seniority shall agree otherwise amongst themselves) be selected from among them by lot. ~~A retiring Director shall be eligible for re-election.~~
160	Any General Meeting or a meeting of the Board declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid up shares or securities or debentures of any other company, or in any one or more of such ways, provided that the Board may only make such a direction in respect of a dividend declared by the Board for the purpose of a distribution of shares or securities of any other company which is (or, upon such distribution, will be) listed upon any stock exchange. The Board shall give effect to such resolution, and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular, the Board may:- (i) issue fractional certificates, disregard fractional entitlements or round the same up or down;	160	Any General Meeting or a meeting of the Board declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid up shares or securities or debentures of any other company, or in any one or more of such ways, provided that the Board may only make such a direction in respect of a dividend declared by the Board for the purpose of a distribution of shares or securities of any other company which is (or, upon such distribution, will be) listed upon any stock exchange. The Board shall give effect to such resolution, and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular, the Board may:- (i) <u>subject to Article 13A,</u> issue fractional certificates, disregard fractional entitlements or round the same up or down;

Before amendment		After Amendment	
162	Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares to which they may be entitled as the result of such capitalisation, and any agreement made under such authority shall be effective and binding upon all such members.	162	Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Board to make such provision by <u>(subject to Article 13A)</u> the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares to which they may be entitled as the result of such capitalisation, and any agreement made under such authority shall be effective and binding upon all such members.
		162A	<u>To the extent necessary, the Board may make arrangements to calculate a member's rights separately in respect of the portion of shares held by the member in certificated form and the portion held in uncertificated form where it is impracticable to do otherwise.</u>
170	Subject to all relevant requirements in the Statutes, the Listing Rules and any other applicable laws, rules and regulations, any notice, document or information (including a share certificate and any "corporate communication" as defined in the Listing Rules) may be given by the Company by the following means:-	170	Subject to all relevant requirements in the Statutes, the Listing Rules and any other applicable laws, rules and regulations, any notice, document or information (including ~~a share certificate~~ and any "corporate communication" as defined in the Listing Rules) may be given by the Company by the following means:-

Before amendment		After Amendment	
		170A	(A) <u>Without limiting Article 170, but subject to any limitations imposed by the Company's ASR:-</u> (i) <u>anything sent or supplied by the Company to the member or transferee of shares in the Company; and</u> (ii) <u>anything sent or supplied by the member or transferee of shares in the Company to the Company,</u> <u>may be sent or supplied by means of an authenticated message.</u> (B) <u>The provisions of the USM Rules relating to the effect of an authenticated message apply if, in accordance with the USM Rules:-</u> (i) <u>the message is attributable to the person sending or supplying it; and</u> (ii) <u>the person receiving the message is the addressee of the message.</u> (C) <u>For the purposes of paragraphs (A) and (B), "authenticated message" bears the meaning given under the USM Rules.</u>

Before amendment		After Amendment	
		184	<u>USM Regime</u> (A) <u>If any provision of these Articles conflicts or is inconsistent with any provision of the USM regime (and irrespective of whether the provision is mandatory or enabling in nature), the latter will prevail to the extent of the conflict or inconsistency.</u> (B) <u>If these Articles are silent in respect of any matter provided for under any provision of the USM regime (and irrespective of whether the matter is required or permitted under such provision), the matter will be regarded as required or permitted (as the case may be) under these Articles.</u> (C) <u>For the purposes of paragraphs (A) and (B), the provisions of the USM regime refers to all laws, rules or regulations governing the evidencing, transfer, dematerialization, rematerialization, or registration of prescribed securities, and includes the following:-</u> (i) <u>the SFO;</u> (ii) <u>any rules made under the SFO, including the USM Rules and the ASR Rules;</u> (iii) <u>the ASR Code;</u> (iv) <u>any rules made by the Stock Exchange pursuant to section 23 of the SFO, including the Listing Rules;</u> (v) <u>any rules made by HKSCC pursuant to section 40 of the SFO, including the General Rules of HKSCC and Operational Procedures of HKSCC; and</u> (vi) <u>the operating rules of the Company's ASR.</u>



CONTINENTAL
HOLDINGS LIMITED
恒和珠寶集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00513)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of the shareholders of Continental Holdings Limited (“Company”) will be held at Whampoa 01 & 02, 1/F, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hunghom, Kowloon, Hong Kong on Monday, 16 November 2026 at 11:00 a.m. for the purpose of transacting the following business:

As ordinary business:

- (1) To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company and its subsidiaries for the year ended 30 June 2026.
- (2)
 - (a) To re-elect Mr Wong Edward Gwon-hing as an executive director of the Company.
 - (b) To re-elect Mr. Sze Irons as an independent non-executive director of the Company.
 - (c) To re-elect Mr. Yam Tat Wing as an independent non-executive director of the Company.
 - (d) To authorise the board of directors of the Company to fix the directors’ remuneration.
- (3) To re-appoint BDO Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix the auditor’s remuneration.

NOTICE OF ANNUAL GENERAL MEETING

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions numbered (4) to (6) will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

(4) “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 shares of the Company (“Shares”), subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue on the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 ordinary resolution of the shareholders of the Company in general meetings; or
 - (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.”

(5) “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 issue, allot and deal with additional Shares and to make or grant offers, agreements and options during the Relevant Period which would or might require Shares to be issued, allotted or dealt with during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of Shares issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with, pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the granting or issuance of Shares or rights to acquire Shares, or (iii) 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 in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue on the date of passing of this resolution; and
- (c) for the purposes of this resolution:
 - (i) “Relevant Period” shall have the same meaning as assigned to it under resolution numbered (4) set out in the notice convening this meeting;
 - (ii) “Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company to the holders of Shares on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”
- (6) “**THAT** subject to the passing of the resolutions numbered (4) and (5) above, the general mandate granted to the directors of the Company to issue, allot and deal with any additional Shares pursuant to resolution numbered (5) above be and is hereby extended by the addition thereto of the total number of Shares which may be purchased by the Company under the authority granted pursuant to resolution numbered (4) above, provided that such amount of Shares so purchased shall not exceed 10% of the total number of Shares in issue on the date of passing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (7) As special business to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTIONS

“THAT

- A. the proposed amendments to the existing articles of association of the Company (the **“Proposed Amendments”**), details of which are set out in Appendix III to the circular of the Company dated 23 October 2026, be and are hereby approved;
- B. the amended and restated articles of association of the Company (the **“New Articles”**), which incorporates and consolidates the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and signed by a director of the Company for the purpose of identification, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- C. the directors of the Company be and are hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles.”

By Order of the Board
Chan Wai Lap, Victor
Chairman

Hong Kong, 23 October 2026

Registered Office:

Flats M and N, 1st Floor
Kaiser Estate, Phase III
11 Hok Yuen Street
Hung Hom, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint up to two individuals as his proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (c) Completion and return of the form of proxy will not preclude a member from attending and voting at the AGM or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
- (d) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited on 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (e) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 11 November 2026 to Monday, 16 November 2026, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 10 November 2026.