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

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

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中國恒有源發展集團有限公司
CHYY DEVELOPMENT GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8128)

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

A notice convening an Annual General Meeting of CHYY Development Group Limited to be held at 8/F., Chung Hing Commercial Building, 62-63 Connaught Road Central, Central, Hong Kong on Thursday, 22 May 2025 at 11:00 a.m. is set out on pages 27 to 32 of this circular. A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to be revoked. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

This circular will remain on the "Latest Company Announcements" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of publication and on the website of the Company at www.chyy.com.hk. This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

24 April 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Amendments”	the amendments and restatement of the Memorandum and Articles as set out in Appendix III to this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 8/F., Chung Hing Commercial Building, 62-63 Connaught Road Central, Central, Hong Kong on Thursday, 22 May 2025 at 11:00 a.m.
“Articles” or “Articles of Association”	the existing articles of association of the Company, as amended, supplemented and restated from time to time
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CECEP”	China Energy Conservation and Environmental Protection Group* (中國節能環保集團有限公司), a state-owned enterprise under the supervision of State-owned Assets Supervision and Administration Commission of the State Council of the PRC
“CECEP(HK)”	China Energy Conservation & Environmental Protection (Hong Kong) Investment Co., Limited* (中國節能環保(香港)投資有限公司), a company incorporated in Hong Kong with limited liability and wholly-owned by CECEP
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	CHYY Development Group Limited, Shares of which are listed on the GEM
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	directors of the Company

DEFINITIONS

“Extension Mandate”	a general mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General and Resale Mandate
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM as amended, supplemented or otherwise modified from time to time
“General and Resale Mandate”	the general mandate to issue Shares (including any sale or transfer of any treasury Shares) of the Company which will be proposed to be granted to the Directors at the AGM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$” and “HK cent(s)”	Hong Kong dollars and cent(s) respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum” or “Memorandum of Association”	the existing memorandum of association of the Company, as amended, supplemented and restated from time to time
“New Memorandum and Articles”	the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed Amendments
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchases Code”	the Hong Kong Code on Share Buy-backs

DEFINITIONS

“Repurchase Mandate”	the general mandate to repurchase Shares of the Company which will be proposed to be granted to the Directors at the AGM
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States of America
“%”	percent

* For identification purposes only

LETTER FROM THE BOARD



中國恒有源發展集團有限公司
CHYY DEVELOPMENT GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

Executive Directors:

Mr. Xu Shengheng

Mr. Dai Qi

Non-executive Directors:

Mr. Liao Yuan

Ms. Liu Ening

Mr. Zhang Yiyang

Independent non-executive Directors:

Mr. Zhang Honghai

Mr. Guan Chenghua

Mr. Guo Guanglei

Registered office:

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

8/F., Chung Hing Commercial Building,

62-63 Connaught Road Central,

Central, Hong Kong

24 April 2025

To the Shareholders,

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular, among other matters, is to provide you with the relevant information regarding the granting of the General and Resale Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, proposed Amendments to the Memorandum and Articles of Association and Adoption of New Memorandum and Articles and to give you the notice of AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 7 June 2024, ordinary resolutions were passed to grant to the Directors general and unconditional mandate (i) to repurchase Shares of the Company on GEM or on any other exchange on which the Shares have been or may be listed and recognised for this purpose by the SFC and the Stock Exchange under the Repurchases Code, which does not exceed 10% of the total number of the issued Shares of the Company on the date of passing the relevant resolution; and (ii) to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury Shares) of the Company up to the limit of 20% of the total number of the issued Shares of the Company on the date of passing such resolution. A total of 22,416,000 Shares have been repurchased and held as treasury shares pursuant to the repurchase mandate granted on 7 June 2024. As at the Latest Practicable Date, the Company had a total of 22,416,000 treasury Shares.

These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company which will be held at 8/F., Chung Hing Commercial Building, 62-63 Connaught Road Central, Central, Hong Kong at 11:00 a.m. on 22 May 2025. At the AGM, separate ordinary resolutions will be proposed:

- (i) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares of the Company on GEM or on any other exchange on which the Shares have been or may be listed and recognised for this purpose by the SFC and the Stock Exchange under the Repurchases Code, which does not exceed 10% of the total number of the issued Shares (excluding any treasury Shares) on the date of passing such resolution to grant the Repurchase Mandate;
- (ii) to grant the General and Resale Mandate to the Directors to enable them to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury Shares) up to the limit of 20% of the total number of the issued Shares (excluding any treasury Shares) (i.e. a maximum of 900,901,832 new Shares based on the total number of issued Shares (excluding any treasury Shares) as at the Latest Practicable Date and assuming that the number of issued Shares (excluding any treasury Shares) remains unchanged up to the date of the AGM) on the date of passing such resolution to grant the General and Resale Mandate; and
- (iii) to increase the number of Shares to be allotted, issued and dealt with under the General and Resale Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the authorised share capital of the Company was US\$160,000,000 divided into 16,000,000,000 Shares, of which 4,526,925,163 Shares were in issue. As at the Latest Practicable Date, the Company has 22,416,000 treasury Shares and the number of issued Shares (excluding treasury Shares) is 4,504,509,163.

LETTER FROM THE BOARD

On the basis of 4,504,509,163 existing Shares in issue (excluding any treasury Shares) as at the Latest Practicable Date and assuming that no Shares are repurchased or further issued (including to sell or transfer any treasury Shares out of treasury) before the AGM, the Directors would be authorised to repurchase up to 450,450,916 Shares which represent 10% of the 4,504,509,163 existing Shares in issue (excluding any treasury Shares) as at the Latest Practicable Date.

The Repurchase Mandate allows the Company to make repurchase only during the period from the date of the passing of the relevant resolution until the earliest of the conclusion of next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required by the Memorandum and Articles of Association, or any applicable law of the Cayman Islands to be held and the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of shareholders of the Company in general meeting.

In accordance with the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to renew the grant to the Directors of the Repurchase Mandate. Such explanatory statement is set out in Appendix I to this circular. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(3) and Article 85 of the Memorandum and Articles of Association, Mr. Zhang Yiyang, Mr. Guan Chenghua and Mr. Guo Guanglei shall retire at the AGM. Mr. Zhang Yiyang, Mr. Guan Chenghua and Mr. Guo Guanglei, being eligible, will offer themselves for re-election.

The Nomination Committee is also responsible for, *inter alia*, assessing the independence of independent non-executive Directors. The Nomination Committee has assessed and reviewed the independent non-executive Directors' annual confirmations of independence based on the independence criteria as set out in Rule 5.09 of the Listing Rules, and affirmed that all independent non-executive Directors, remained independent.

The Nomination Committee was delegated with the responsibility in making recommendations to the Board for the re-election of retiring Directors at the AGM. When considering the recommendation, the Nomination Committee took into account the diversity aspects (including but not limited to gender, race, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a Director) as set out in the board diversity policy of the Company, with due regards to the business model and specific needs of the Group.

LETTER FROM THE BOARD

In addition, the Nomination Committee has also evaluated the performance of the retiring Directors and found their performance satisfactory. Furthermore, Mr. Guan Chenghua and Mr. Guo Guanglei have confirmed their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Nomination Committee was satisfied with the independence of Mr. Guan Chenghua and Mr. Guo Guanglei with reference to the criteria in Rule 5.09 of the GEM Listing Rules. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Zhang Yiying, Mr. Guan Chenghua and Mr. Guo Guanglei stand for re-election as Directors at the AGM. Details of the retiring Directors proposed to be re-elected as Directors at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The amendments to the GEM Listing Rules relating to treasury shares became effective on 11 June 2024. In light of this, the Board proposes amendments to the Memorandum and Articles of Association to, among other things, (i) align them with the new treasury shares regime; and (ii) incorporate certain house-keeping changes. Details of the proposed Amendments are set out in Appendix III to this circular. The Company has been advised by its legal advisers that the proposed Amendments conform to the requirements of the GEM Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed Amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange. A special resolution will be proposed at the annual general meeting of the Company for the shareholders of the Company to, among others, consider and, if thought fit, approve the proposed Amendments and adoption of the New Memorandum and Articles. The New Memorandum and Articles will come into effect on the date on which the special resolution is duly passed at the annual general meeting of the Company.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 27 to 32 of this circular, ordinary resolutions will be proposed to approve, among other matters, the grant of the General and Resale Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors. A special resolution. A special resolution will be proposed at the AGM to approve the proposed Amendments and adoption of the New Memorandum and Articles. The New Memorandum and Articles will come into effect on the date on which the special resolution is duly passed at the annual general meeting of the Company.

LETTER FROM THE BOARD

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to be revoked.

None of the Shareholders are required to abstain from voting to approve all the resolutions to be proposed at the AGM. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll, except where the chairman of the AGM, 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. Therefore, all resolutions proposed at the AGM shall be voted by poll.

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 Friday, 16 May 2025 to Thursday, 22 May 2025, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all Share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 15 May 2025.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that an exercise of the General and Resale Mandate may enable the Company to take advantage of market conditions to raise additional capital for the Company and the Repurchase Mandate may, depending on 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 also take the view that the proposed Amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles will bring the Company's constitutional documents align them with the new treasury shares regime and provide the Directors with the specific provisions in dealing with the treasury Shares.

The Directors considered that the approval of the Repurchase Mandate, the General and Resale Mandate the Extension Mandate, the re-election of the Directors, the proposed Amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles at the AGM are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of

CHYY DEVELOPMENT GROUP LIMITED

Xu Shengheng

Joint Chairman

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules in connection with the proposed general mandate for repurchases of Shares to be passed by the Shareholders by an ordinary resolution at the Annual General Meeting. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

(1) GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

(2) SHARE CAPITAL

As at the Latest Practicable Date, (i) there were a total of 4,526,925,163 Shares in issue, (ii) there were a total of 22,416,000 treasury Shares, and (iii) there were a total of 4,504,509,163 issued Shares (excluding treasury Shares). Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 450,450,916 Shares until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Memorandum and Articles of Association to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting of the Company.

(3) REASONS FOR REPURCHASES

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

(4) FUNDING OF REPURCHASES

The Directors wish to state that repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities and any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with its Memorandum and Articles of Association and the laws of the Cayman Islands.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(5) 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 its latest published audited accounts for the year ended 31 December 2024) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase 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 appropriate for the Company.

(6) DISCLOSURE OF INTEREST

Rule 13.11(2) of the GEM Listing Rules prohibit a company from knowingly repurchasing its shares on GEM from a core connected person (as defined in the GEM Listing Rules) and a core connected person is prohibited from knowingly selling his/her/its shares to the company on GEM.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders of the Company, to sell any Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of the Shares.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

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

(7) DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution, if granted, in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Memorandum and Articles of Association.

(8) SHARE REPURCHASE MADE BY THE COMPANY

Since October 2024, the Company has repurchased an aggregate of 22,416,000 Shares under the Repurchase Mandate on GEM for a total consideration of HK\$1,005,096 (excluding transaction costs). These repurchased Shares are held as treasury shares (as defined under the GEM Listing Rules). Details of the repurchases are as follows:

Date of Purchase	Highest Price Paid (HK\$/Share)	Lowest Price Paid (HK\$/Share)	No. of Shares Repurchased	Aggregate Consideration Paid (HK\$)
9 October 2024	0.045	0.039	9,416,000	421,904
10 October 2024	0.045	0.045	496,000	22,320
14 October 2024	0.045	0.045	64,000	2,880
15 October 2024	0.045	0.045	1,000,000	45,000
23 October 2024	0.045	0.045	304,000	13,680
24 October 2024	0.045	0.045	1,000,000	45,000
29 October 2024	0.045	0.044	816,000	35,920
31 October 2024	0.045	0.042	320,000	13,792
6 November 2024	0.045	0.045	736,000	33,120
8 November 2024	0.045	0.045	152,000	6,840
14 November 2024	0.045	0.043	224,000	9,856
15 November 2024	0.045	0.045	600,000	27,000
21 November 2024	0.045	0.045	8,000	360
25 November 2024	0.045	0.045	3,960,000	178,200
26 November 2024	0.045	0.045	168,000	7,560
27 November 2024	0.045	0.045	184,000	8,280
28 November 2024	0.045	0.045	208,000	9,360
29 November 2024	0.045	0.045	176,000	7,920
3 December 2024	0.045	0.045	144,000	6,480
6 December 2024	0.045	0.045	24,000	1,080
11 December 2024	0.045	0.045	128,000	5,760
12 December 2024	0.045	0.045	328,000	14,760
13 December 2024	0.045	0.045	128,000	5,760
16 December 2024	0.045	0.045	56,000	2,520
17 December 2024	0.045	0.045	248,000	11,160
18 December 2024	0.045	0.045	208,000	9,360
27 December 2024	0.045	0.045	256,000	11,520
2 January 2025	0.045	0.044	<u>1,064,000</u>	<u>47,704</u>
Total			<u>22,416,000</u>	<u>1,005,096</u>

(9) TAKEOVERS CODE CONSEQUENCES

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, CECEP(HK) holds 1,190,000,000 Shares, representing approximately 26.42% of the issued share capital of the Company. CECEP(HK) is a wholly-owned subsidiary of CECEP, therefore CECEP is deemed to be interested in 1,190,000,000 shares that held by CECEP(HK). In the event that the Directors exercised in full the power to repurchase Shares of the Company in accordance with the terms of the Repurchase Mandate, CECEP(HK)'s proportionate interests in the voting rights of the Company would be increased to approximately 29.19% in aggregate and such increase would not trigger any obligation to make a mandatory offer under Rule 26 of the Takeovers Code in this respect. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate in full will not result in the level of shareholdings in the Company being held by the public below the minimum public float as required under the GEM Listing Rules.

(10) SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the twelve months from 1 April 2024 to 31 March 2025 and the period from 1 April 2025 up to the Latest Practicable Date were as follows:

Shares	Highest (HK\$)	Lowest (HK\$)
2024		
April	0.050	0.029
May	0.053	0.040
June	0.050	0.038
July	0.048	0.038
August	0.044	0.033
September	0.043	0.032
October	0.047	0.037
November	0.048	0.045
December	0.050	0.045
2025		
January	0.045	0.038
February	0.044	0.037
March	0.042	0.032
April (up to the Latest Practicable Date)	0.045	0.030

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the directors proposed to be re-elected at the AGM:

Mr. Zhang Yiying (“Mr. Zhang”), aged 52, has been appointed as a non-executive Director of the Company since 16 January 2020. Mr. Zhang is a member of group development strategic committee of the Company. Mr. Zhang graduated from Capital University of Economics and Business (首都經濟貿易大學), majoring in accounting. From 1994 to 2005, Mr. Zhang worked as the manager of credit department at Beijing Branch of China Construction Bank (中國建設銀行). From 2005 to 2009, he worked as assistant to the chairman and manager of the investment department at Neo-China Land Group (Holdings) Limited (中新地產集團(控股)有限公司). From 2009 to 2019, he worked as a project manager and investment manager in Xi'an project of Longisland Investment Group (HK) Limited (長島投資集團(香港)有限公司). From 2019 till now, he has been a director and manager of Xi'an Baoshihua Regional Energy Technology Co., Limited (西安寶石花區域能源科技有限公司). Mr. Zhang has extensive experience in real estate project development and engineering, as well as extensive management and investment experience.

As at the Latest Practicable Date, under the SFO, Mr. Zhang is deemed to be interested in 255,504,000 Shares of which 250,000,000 Shares were held by Universal Zone Limited, the corporation controlled by Mr. Zhang. Save as disclosed, Mr. Zhang has no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang had not held any positions with the Company or its subsidiaries, does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and did not have any other major appointments and professional qualifications. Save as disclosed, Mr. Zhang did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Zhang has entered into an appointment letter with the Company in respect of his appointment as a non-executive Director for a term of two years from 16 January 2024 which can be terminated by either party by giving not less than three months' written notice to the other. Pursuant to the Company's Memorandum and Articles of Association, Mr. Zhang is subject to retirement by rotation and re-election at general meetings of the Company. Currently, Mr. Zhang received an annual director's fee of HK\$60,000 which is fixed with reference to market conditions and his duties and responsibilities with the Group.

Save as disclosed above, there are no other information for Mr. Zhang which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Guan Chenghua (“Mr. Guan”), aged 56, has been appointed as an independent non-executive Director of the Company since 28 March 2020. Mr. Guan is the chairman of nomination committee and remuneration committee, the member of audit committee and group development strategic committee of the Company. Mr. Guan graduated from Law School of Peking University in 2005 with a doctoral degree in law and holds an EMBA degree from Cheung Kong Graduate School of Business.

He is currently a professor and doctoral supervisor of The Institute of Economics and Resource Management of Beijing Normal University. He had served as teaching assistant, lecturer, associate professor and Associate Dean of School of Marxism of Peking University, senior visiting scholar at Kennedy School and Law School of Harvard University, the Dean of Innovation and Entrepreneurship College of Xihua University, the Dean of The Institute of Economics and Resource Management of Beijing Normal University, secretary of Beijing Changping District Committee of the Communist Party of China, and secretary of The Communist Youth League Beijing Municipal Committee. Mr. Guan is also currently the deputy director of The University Council of Beijing Normal University, the president of Capital Institute of Science and Technology Development Strategy, the director of United Nations Industrial Development Organization (UNIDO) Green Industry Platform (GIP) China Chapter, a committee member of Beijing Municipal Government Expert Advisory Board, the Dean of China Institute of Innovation and Development (CIID), Beijing Normal University, an independent director of Beijing Life Insurance Co., Ltd. etc., as well as the Director of Suning.com Co. Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002024). Mr. Guan has long been engaged in teaching and research at high-level universities, and has extensive local government work experience. He has also published a number of monographs covering different topics such as education and talent training, city innovation, green economy and development.

As at the Latest Practicable Date, under the SFO, Mr. Guan has 5,000,000 Shares of the Company. Save as disclosed, Mr. Guan has no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Guan had not held any positions with the Company or its subsidiaries, does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and did not have any other major appointments and professional qualifications. Save as disclosed, Mr. Guan did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Guan entered into an appointment letter with the Company in respect of his appointment as an independent non-executive Director for a term of two years from 28 March 2024 which can be terminated by either party by giving not less than three months' written notice to the other. Pursuant to the Company's Memorandum and Articles of Association, Mr. Guan is subject to retirement by rotation and re-election at general meetings of the Company. Mr. Guan is entitled to receive an annual director's fee of HK\$170,000 which is fixed with reference to market conditions and his duties and responsibilities with the Group.

The Company is of the view that Mr. Guan meets the independence requirements of the GEM Listing Rules.

Save as disclosed above, there are no other information for Mr. Guan which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Guo Guanglei ("Mr. Guo"), aged 61, holds a Bachelor of Science degree in Microbiology from Shanxi University, a Master's degree in Finance from Peking University, and a Doctorate in Management Science and Engineering from the University of Science and Technology of China. Mr. Guo has previously held various significant positions, including Deputy Secretary of the Youth League Committee at the Beijing Water Authority, Deputy Minister and Standing Committee Member of the Beijing Youth League Committee, Deputy Secretary of the Beijing Financial Work Committee, Deputy Secretary of the Mentougou District Party Committee in Beijing, and Secretary and Director of the Beijing Rural Economic Research Center (Beijing Agricultural Economics Office). Since 2018, Mr. Guo has been serving as the Executive Director and Chairman of Beijing Life Insurance Co., Ltd. He possesses extensive leadership experience and strategic planning capabilities in the fields of rural economic research, financial management, and administrative management.

Mr. Guo currently serves as Executive Director and Chairman of Beijing Life Insurance Co., Ltd. A wholly-owned subsidiary of the Company previously held a 4.99965% equity interest in Beijing Life Insurance Co., Ltd., which was contractually disposed of in 2021 (as announced on 13 November 2020 and detailed in the Company's circular dated 26 January 2021). Although administrative procedures for share registration transfer remain in progress, a final judgment issued by the PRC appellate court in June 2024 confirmed both the validity of the equity transfer agreement and that the beneficial interest in Beijing Life Insurance Co., Ltd. has already been transferred to the purchaser.

As at the Latest Practicable Date, under the SFO, Mr. Guo does not have any interest in the Shares of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, as at the Latest Practicable Date, Mr. Guo had not held any positions with the Company or its subsidiaries, does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and did not have any other major appointments and professional qualifications. Save as disclosed, Mr. Guo did not hold any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Guo entered into an appointment letter with the Company in respect of his appointment as an independent non-executive Director for a term of two years from 28 March 2025 which can be terminated by either party by giving not less than three months' written notice to the other. Pursuant to the Company's Memorandum and Articles of Association, Mr. Guo is subject to retirement by rotation and re-election at general meetings of the Company. Mr. Guo is entitled to receive an annual director's fee of HK\$170,000 which is fixed with reference to market conditions and his duties and responsibilities with the Group.

The Company is of the view that Mr. Guo meets the independence requirements of the GEM Listing Rules.

Save as disclosed above, there are no other information for Mr. Guo which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the shareholders of the Company.

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

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

Clause No.	Provisions in the new Articles of Association (showing changes to the existing Articles of Association)	
2.(1)	“Act”	the Companies Act (As Revised), 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.
	“Ordinary resolution”	a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.
	“Special resolution”	a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorized representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.
	“Treasury Share(s)”	<u>means Share(s) repurchased or acquired by the Company and held by the Company as treasury share(s); and</u>
3.	(1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of US \$0.01 each.	
	(2) Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit.	

~~(3) Except as allowed by the Act and subject further to compliance with the Listing Rules and the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority the Company shall not 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.~~

~~(4)~~(3) No share shall be issued to bearer.

(4) Shares repurchased or acquired by the Company may be cancelled, or (subject to the Listing Rules) classified and held as Treasury Shares.

(5) Subject to the Listing Rules, the Board may by a resolution of the Directors at any time:

(i) cancel any one or more Treasury Shares; or

(ii) transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).

10. Subject to the 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 at least three-fourths of the voting rights of the issued shares of that class (other than the Company in respect of the Treasury Shares) or with the approval of a resolution passed by at least three-fourths of voting rights of the holders of the shares of that class (other than the Company in respect of the Treasury Shares) present and voting in person or by proxy at a separate meeting of such holders. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

(a) the necessary quorum shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy of at least one-third of the issued shares of that class (other than the Company in respect of the Treasury Shares); and

(b) every holder of shares of the class (other than the Company in respect of the Treasury Shares) shall be entitled on a poll to one vote for every such share held by him.

44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open for 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 Act or, if appropriate, upon a maximum payment of HK\$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 notice to Members, or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed, for such period not exceeding in the whole thirty (30) days in each year, which may be extended for no more than thirty (30) days in respect of any year by an Ordinary Resolution passed in that year, in accordance with the terms equivalent to the relevant section of the Companies Ordinance.
66. 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 (other than the Company in respect of the Treasury Shares) 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. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

- (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

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

- 76. Any Member (including a clearing house) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (being a natural person) as his proxy or representative (if such Member is a corporation) to attend and vote instead of him. A Member which is a corporation may execute a form of proxy ~~by under the hand~~ of a duly authorised officer. A Member who is the holder of two or more shares may appoint more than one proxy or representative to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy or representative need not be a Member. In addition, a proxy or proxies or representative or representatives representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
- 77. The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, ~~by under the hand of~~ the appointor or of his attorney duly 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. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.

159. (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the 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 electronic communication and any such Notice and document may be given or issued by the following means:
- (a) by serving it personally on the relevant person;
 - (b) by sending it through the post or courier 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;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force ~~with regard to any requirements for the obtaining of consent (or deemed consent) from such person;~~
 - (f) by publishing it on the Company’s website or the website of the Designated Stock Exchange to which relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force ~~with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the Notice, document or publication is available on the Company’s computer network website (a “Notice of availability”);~~ or
 - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) ~~The Notice of availability may be given by any of the means set out above.~~ 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.

160. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. ~~A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a Notice of availability is deemed served on the Member;~~
- (c) if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the Notice, document or publication first so appears on the Company's website to which the relevant person may have access ~~or the day on which the Notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~
- (d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

161. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has Notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A notice may be ~~sent given~~ by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been ~~sent given~~ if the death, mental disorder or bankruptcy had not occurred.
- (3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the Register shall have been duly ~~sent given~~ to the person from whom he derives his title to such share.
162. For the purposes of these Articles, a cable or telex or 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 ~~sent given~~ by the Company may be written, printed or in electronic form.

NOTICE OF ANNUAL GENERAL MEETING



中國恒有源發展集團有限公司
CHYY DEVELOPMENT GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of CHYY Development Group Limited (the “**Company**”) will be held at 8/F., Chung Hing Commercial Building, 62-63 Connaught Road Central, Central, Hong Kong on Thursday, 22 May 2025 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2024 together with the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company thereon.
2.
 - (a) To re-elect Mr. Zhang Yiying as non-executive Director and to authorise the board of Director to fix his remuneration;
 - (b) To re-elect Mr. Guan Chenghua as independent non-executive Director and to authorise the board of Director to fix his remuneration; and
 - (c) To re-elect Mr. Guo Guanglei as independent non-executive Director and to authorise the board of Director to fix his remuneration.
3. To re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the **“GEM Listing Rules”**) Governing the Listing of Securities on the GEM (the **“GEM”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company (including any sale or transfer of treasury Shares out of treasury) to allot, issue and deal with additional shares in the share 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) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of share(s) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of shares of the Company upon the exercise of existing warrants to subscribe for shares of the Company or the exercise of options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Memorandum and Articles of Association of the Company in force from time to time, shall not exceed 20% of the total number of the Shares of the Company in issue (excluding any treasury Shares) as at the date of passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association of the Company, or any applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority given to Directors by this resolution is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company (**“Shares”**), or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

B. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined above) of all the powers of the Company to repurchase its shares on GEM or any other stock exchange on which the shares of the Company have been or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs for such purposes, and otherwise in accordance with all applicable laws and the requirements of the GEM Listing Rules as amended from time to time or that of any other stock exchange, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to procure the Company to repurchase its shares at such price as the Directors may at their discretion determine in accordance with all applicable laws and regulations;
 - (c) the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of the issued Shares of the Company (excluding any treasury Shares) as at the date of passing this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (d) for the purpose of this resolution, “Relevant Period” shall have the same meanings as ascribed to it under paragraph (d) of resolution numbered 4A of the notice convening this Annual General Meeting.”
- C. “**THAT** conditional upon the passing the resolutions numbered 4A and 4B as set out in the notice convening the Annual General Meeting, the total number of the Share(s) of the Company which are repurchased by the Company pursuant to and in accordance with resolution numbered 4B shall be added to the total number of the Share(s) of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution numbered 4A.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

5. To consider and, if thought fit, pass the following resolution (with or without amendments) as special resolution:

“**THAT** the Memorandum and Articles be amended in the manner as set out in the Appendix III of the circular of the Company dated 24 April 2025 and in the form of the document marked “proposed amendments to the memorandum and articles of association” and produced to this annual general meeting and for the purpose of identification initialed by the chairman of this annual general meeting, which incorporates and consolidates all the proposed amendments mentioned in this circular, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this annual general meeting and that any director or the company secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things, sign any documents and execute such documents as a deed, where applicable, and take all other steps which any of them shall, in his/her absolute discretion, deem necessary, appropriate, desirable or expedient to give effect to the adoption of the New Memorandum and Articles, including but not limited to, attending to any necessary registration and/or filing of the New Memorandum and Articles and all requisite documents for and on behalf of the Company.”

By order of the Board
CHYY Development Group Limited
Xu Shengheng
Joint Chairman

Hong Kong, 24 April 2025

As at the date of this notice, the Board of Directors of the Company comprises Mr. Xu Shengheng and Mr. Dai Qi as executive Directors, Mr. Liao Yuan, Mr. Zhang Yiying and Ms. Liu Ening as non-executive Directors, Mr. Zhang Honghai, Mr. Guan Chenghua and Mr. Guo Guanglei as independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. 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 notarially certified copy thereof) must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof.

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3. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the form of proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Friday, 16 May 2025 to Thursday, 22 May 2025, both days inclusive, during which period no transfer of shares of the Company can be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 15 May 2025.
5. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.
6. An explanatory statement containing further details regarding the general mandate to repurchase Shares as referred to in the resolution 4 is set out in Appendix I to the Circular.
7. With reference to resolution 2 set out in this notice, Mr. Zhang Yiyang, Mr. Guan Chenghua and Mr. Guo Guanglei are due to retire at the AGM and, being eligible, for re-election or election pursuant to Articles 84(3) and 85 of the Articles of Association. Details of the Directors subject to re-election are set out in Appendix II to this circular.
8. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM or any adjournment thereof will be taken by poll.