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If you have sold or transferred all your shares in Neutech Group Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Neutech
東軟睿新科技集团有限公司
Neutech Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9616)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE
FOURTH AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION,
(4) DECLARATION AND PAYMENT OF FINAL DIVIDEND,
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at No. 66 North Section, Shu Ma Road, Ganjingzi District, Dalian, Liaoning, China on Thursday, 28 May 2026 at 2 p.m. is set out on pages 53 to 58 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.neutech.com.cn>). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. before 2 p.m. on Tuesday, 26 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at No. 66 North Section, Shu Ma Road, Ganjingzi District, Dalian, Liaoning, China on Thursday, 28 May 2026 at 2 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 53 to 58 of this circular or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company adopted on 11 September 2020 and as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Neutech Group Limited (東軟睿新科技集團有限公司), (formerly Known as Neusoft Education Technology Co. Limited (東軟教育科技有限公司)), a company incorporated in the Cayman Islands on 20 August 2018 as an exempted company with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 9616)
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK\$28.0 cents per Share as recommended by the Board for the year ended 31 December 2025
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with (including any sale or transfer of treasury shares) additional Shares not exceeding 20% of the total number of the Shares of the Company in issue (excluding treasury shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	15 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares of the Company in issue (excluding treasury shares) as at the date of passing the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.0002 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code” the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time

“%” per cent

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary”, “substantial shareholder” and “treasury shares” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Neutech

東軟睿新科技集團有限公司

Neutech Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9616)

Chairperson and non-executive Director:

Dr. LIU Jiren

Registered office:

89 Nexus Way

Camana Bay

Grand Cayman, KY1-9009

Cayman Islands

Executive Director:

Dr. WEN Tao

Non-executive Directors (aside from our chairperson):

Mr. RONG Xinjie

Dr. ZHANG Xia

Dr. ZHANG Yinghui

Mr. SUN Yinhuan

Principal Place of Business

in Hong Kong:

Suite 903, 9th Floor, Great Eagle Center

No. 23 Harbour Road

Wanchai, Hong Kong

Independent non-executive Directors:

Dr. LIU Shulian

Dr. QU Daokui

Dr. WANG Weiping

LETTER FROM THE BOARD

24 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE
FOURTH AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION,
(4) DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the grant to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the proposed amendments to the Memorandum and Articles of Association and adoption of the Fourth Amended and Restated Memorandum and Articles of Association; (iv) the proposed declaration and payment of the Final Dividend for the year ended 31 December 2025; and (v) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the AGM is set out on pages 53 to 58 of this circular.

2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 30 May 2025, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with any Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted and issued or dealt with, such number of Shares shall not exceed 20% of the total number of Shares in issue as at the date of passing the resolution; (ii) a general unconditional mandate to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the total number of Shares in issue as at the date of passing the resolution; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

LETTER FROM THE BOARD

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with (including any sale or transfer of treasury shares) additional Shares not exceeding 20% of the total number of Shares in issue of the Company (excluding treasury shares) as at the date of passing the proposed resolution contained in item 5 of the notice of the AGM. The Issue Mandate will end on 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 to be held by any applicable law or the Articles; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying such mandate. Based on 646,219,735 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the date of the AGM, the Directors will be authorised to issue up to 129,243,947 Shares under the Issue Mandate (including any sale or transfer of treasury shares);
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares not exceeding 10% of the total number of Shares in issue of the Company (excluding treasury shares) as at the date of passing the proposed resolution contained in item 6 of the notice of the AGM. The Repurchase Mandate will end on 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 to be held by any applicable law or the Articles; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying such mandate. Based on 646,219,735 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the AGM, the Directors will be authorised to repurchase a maximum of 64,621,973 Shares under the Repurchase Mandate; and
- (c) subject to the passing of the aforesaid ordinary resolutions granting the Issue Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely Dr. LIU Jiren as chairperson and non-executive Director, Dr. WEN Tao as executive Director, Mr. RONG Xinjie, Dr. ZHANG Xia, Dr. ZHANG Yinghui and Mr. SUN Yinhan as non-executive Directors and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.

Every Director shall retire from office once every three years and for this purpose, at each annual general meeting one-third (1/3) of the Directors for the time being, or, if their number is not a multiple of three (3), then the number nearest to one-third (1/3) but not less than one-third (1/3) shall retire from office by rotation. The Directors to retire in every year will be those who have been longest in office since their last election and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject to the Articles, a retiring Director shall be eligible for re-election at the annual general meeting at which he retires. For avoidance of doubt, each Director shall retire at least once every three (3) years.

Therefore, in accordance with article 108 of the Articles, Mr. RONG Xinjie, Dr. ZHANG Yinghui and Dr. LIU Shulian shall retire from offices as Directors at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM. The biographical details of the above named Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

In reviewing the structure of the Board, the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional and qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

In recommending Dr. LIU Shulian to stand for re-election as an independent non-executive Director, the Board has considered the following backgrounds and attributes of Dr. LIU Shulian:

Dr. LIU Shulian has the appropriate professional accounting or related financial management experience for the purpose of Rule 3.10(2) of the Listing Rules. She is a professor at Dongbei University of Finance and Economics, China, and she has been teaching and conducting research at the accounting school of Dongbei University of Finance and Economics, China, since January 1982. She has been recognised by the Shanghai Stock Exchange to act as an independent director, since September 2007. She also

LETTER FROM THE BOARD

acted as a member of the Financial Management Committee (財務管理專業委員會委員) of the Accounting Society of China (中國會計學會) from 2008 to 2018, and was admitted as a non-practising member by Liaoning Provincial Institute of Certified Public Accountants in December 2009. In addition, Dr. LIU Shulian, being one of the female Directors of the Company, has contributed to the gender diversity of the Board.

The Board considered that in view of the educational backgrounds, professional knowledge and experience in the field of financial management of Dr. LIU Shulian as mentioned above and as set out in Appendix II to this circular, to appoint Dr. LIU Shulian as an independent non-executive Director will continue to bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective business operation and her appointment will contribute to the diversification of skills and gender of the Board with independent views appropriate to the requirements of the Company's business as well as for its growth and development.

The Board has assessed and reviewed the annual written confirmation of independence of Dr. Liu Shulian based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered that Dr. Liu Shulian remains independent. Consequently, the Board recommends the re-election of Dr. LIU Shulian as independent non-executive Director at the AGM for another three-year term of office, and she is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles.

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 26 March 2026 (the "**Announcement**"). As disclosed in the Announcement, the Board has resolved to seek approval from the Shareholders at the AGM to (i) make the proposed amendments to the Memorandum and Articles of Association; and (ii) adopt the Fourth Amended and Restated Memorandum and Articles of Association to replace the existing Memorandum and Articles of Association, in order to conform to the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules (in particular the amendments made to Appendix A1 to the Listing Rules which took effect on 10 February 2025).

The proposed amendments in the Fourth Amended and Restated Memorandum and Articles of Association (the "**Proposed Amendments**") are in order to, among others, (i) bring the existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments to the Listing Rules; and (ii) incorporate certain consequential and housekeeping amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments and the Fourth Amended and Restated Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

LETTER FROM THE BOARD

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands, respectively. The Company confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments as well as the adoption of the Fourth Amended and Restated Memorandum and Articles of Association are subject to the Shareholders' approval by way of special resolution at the AGM. The Fourth Amended and Restated Memorandum and Articles of Association will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the AGM.

5. DECLARATION AND PAYMENT OF FINAL DIVIDEND

At the meeting of the Board held on Thursday, 26 March 2026, the Board recommended the payment of a final dividend of HK\$28.0 cents per ordinary share for the year ended 31 December 2025 to the shareholders whose names appear on the register of members of the Company on Friday, 4 September 2026. The Final Dividend will be paid on or about Friday, 18 September 2026 to such shareholders. The Final Dividend is subject to approval by the shareholders at the AGM and a resolution will be proposed to the shareholders for voting at the AGM.

As at the Latest Practicable Date, there were a total of 646,219,735 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to approximately HK\$180.942 million.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 20 May 2026 to Thursday, 28 May 2026 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Thursday, 28 May 2026. The record date will be Thursday, 28 May 2026. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 19 May 2026.

The register of members of the Company will be closed from Wednesday, 2 September 2026 to Friday, 4 September 2026 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2025. The record date will be Friday, 4 September 2026. In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 1 September 2026.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 53 to 58 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue shares and repurchase shares; (ii) the re-election of the retiring Directors; and (iii) declaration and payment of the Final Dividend for the year ended 31 December 2025, and special resolution will be proposed to Shareholders to consider and approve the proposed amendments to the Memorandum and Articles of Association and adoption of the Fourth Amended and Restated Memorandum and Articles of Association.

Enclosed with this circular is a form of proxy for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. before 2 p.m. on Tuesday, 26 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish. In the event that a Shareholder having lodged a form of proxy attends the AGM, his form of proxy will be deemed to have been revoked.

Pursuant to the Listing Rules and the Articles, all the resolutions set out in the notice of the AGM will be decided by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

To promote better engagement with and maximise participation by shareholders to join in AGM, shareholders may view and participate in the AGM through the VooV on a computer, tablet or any browser enabled device. You will be able to access the VooV at the start of the AGM until its conclusion. No electronic voting system will be provided. For the avoidance of doubt, presence through the VooV will not be counted as quorum or attendance of the AGM, and will not revoke any proxy instrument delivered to the Company by the same Shareholder.

Shareholders who would like to view and participate to the AGM through a live webcast will need to register by sending an email to our branch share registrar in Hong Kong, Tricor Investor Services Limited at is-enquiries@vistra.com or via telephone hotline at (852) 2980 1333 during business hours (9:00 a.m. to 6:00 p.m., Monday to Friday,

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excluding Hong Kong Public Holidays) no later than 2 p.m. on 26 May 2026 (being not less than 48 hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation on or before 27 May 2026, which contains a link to join the AGM via the VooV. Shareholders **MUST NOT** disclose the link to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the link or any use of the link or otherwise.

Non-registered shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (collectively the "**Intermediary**") may also be able to view and participate to the AGM via the VooV. In this regard, they should (1) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to view and participate to the AGM; and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

The form of proxy has been dispatched to Shareholders and is available to download on the Company's website (<https://www.neutech.com.cn>) or HKExnews' website (www.hkexnews.hk).

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.neutech.com.cn>).

8. RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors to issue and repurchase Shares; (ii) the re-election of the retiring Directors; (iii) proposed amendments to the Memorandum and Articles of Association and adoption of the Fourth Amended and Restated Memorandum and Articles of Association; and (iv) the declaration and payment of the Final Dividend are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM.

9. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

10. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
Neutech Group Limited
Chairperson and non-executive Director
Dr. LIU Jiren

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 646,219,735 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 64,621,973 Shares, representing 10% of the existing issued Shares as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

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

As compared with the financial position of the Company as at 31 December 2025 (as disclosed in its latest audited financial statements for the year ended 31 December 2025), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

Neither the explanatory statement in this Appendix I nor the proposed Repurchase Mandate has any unusual features.

As at the Latest Practicable Date, the Company has no intention to cancel the repurchased Shares following settlement of any such repurchase or hold them as treasury shares, but the Company may cancel any Shares it repurchased and/or hold them as treasury shares subject to market conditions and its capital management needs at the relevant time of the repurchases. The Shares which are repurchased by the Company will only be held as treasury shares by the Company when the Directors consider it prudent or beneficial for capital management purposes to do so, and the treasury shares will only be resold on the market when the Directors believe that a resale of such treasury shares is in the interests of the Company and the Shareholders as a whole.

For those treasury shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury shares; and (ii) in case of dividends or distributions, the Company shall give instructions to the Hong Kong Share Registrar to exclude such treasury shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury shares held with CCASS, or alternatively, withdraw the treasury shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

3. FUNDING OF REPURCHASES OF SHARES

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. The Directors may not repurchase the 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. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or, if authorised by the Articles and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Cayman Companies Act, out of capital.

However, the Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for our Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules), have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors will, so far as the same may be applicable, exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles and the laws of the Cayman Islands.

6. EFFECT OF TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Directors and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, Dr. LIU Jiren is deemed to be interested in 408,586,000 Shares or approximately 63.23% of the total number of Shares in issue in the full amount of equity interests held by (a) Kang Ruidao International Investment Inc. (康睿道國際投資有限公司), being 154,689,000 Shares of approximately 23.94%; and (b) the full aggregate amount of Shares held by Dongkong Education First Investment Inc. (東控教育第一投資有限公司) and Dongkong Education Second Investment Inc. (東控教育第二投資有限公司), being totally 253,897,000 Shares or approximately 39.29%. In the event that the Directors exercise in full the power to repurchase the Shares pursuant to the Shares Repurchase Mandate which is proposed to be granted, the shareholding of Dr. LIU Jiren would be increased to approximately 70.25% of the then total number of Shares of the Company in issue and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no intention to exercise the Shares Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares during the six months prior to the Latest Practicable Date.

8. SHARE PRICES

During each of the previous twelve months to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	3.19	2.83
May	3.74	3.07
June	3.58	3.20
July	3.98	3.46
August	3.90	2.86
September	2.92	2.57
October	2.70	2.50
November	2.67	2.49
December	2.61	2.49
2026		
January	2.60	2.30
February	2.40	2.25
March	2.52	2.21
April (up to the Latest Practicable Date)	2.53	2.34

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. The following Directors are not related to any Directors, senior management, substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules) of the Company.

Each of the following Directors has confirmed that there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. RONG Xinjie (榮新節)

Mr. RONG Xinjie (“**Mr. Rong**”), aged 63, is a non-executive Director of the Company and a member of the Audit Committee. He held various directorships within the Group, including: (i) our school sponsor – Dalian Neusoft Software Park Industry Development Co., Ltd. (from March 2013 to December 2022), Chengdu Neusoft Information Technology Development Co., Ltd. (“**Chengdu Development**”) (from April 2013 to July 2022) and Foshan Nanhai Neusoft Information Technology Development Co., Ltd. (from June 2013 to May 2023); and (ii) our universities – Chengdu Neusoft University (“**Chengdu University**”) and Dalian Neusoft University of Information (both from January 2013 to September 2018), and Neusoft Institute Guangdong (from January 2013 to June 2019).

Mr. Rong received his bachelor’s degree in computer science (電子計算機) from China University of Mining and Technology (中國礦業大學) in July 1984. Mr. Rong also received an associate professorship from the Senior Teachers Assessment Committee at Shandong University of Finance and Economics (山東財政學院教師職務高級評審委員會) in October 1995.

Aside from the Group, Mr. Rong served as the chief strategy officer of Neusoft Corporation (a company listed on the Shanghai Stock Exchange, stock code: 600718) from April 2023 to April 2025, the vice chairman of Neusoft Corporation from May 2023 to April 2025, and has been serving as the chief executive officer of Neusoft Corporation since January 2024. Since April 2025, he has been serving as the chairman of Neusoft Corporation, and he also was a director and senior vice-president of Neusoft Corporation from September 2004 to May 2008.

Mr. Rong currently serves as the chairman of Dalian Neusoft Zhixing Technology Co., Ltd. (since March 2024), chairman of Dalian Qixian Zhiyuan Science and Technology Research Institute Co., Ltd. (since April 2024), director of Neusoft Reach Automotive Technology (Shanghai) Co., Ltd. (since June 2025), and director of Shanghai Neusoft Data Technology Co., Ltd. (since June 2025). Mr. Rong served in various companies of Dalian Neusoft Holdings Co., Ltd. (“**Neusoft Holdings**”), and its subsidiaries and associated companies, including: (i) general manager, a director and vice chairman of Neusoft Holdings (from February 2013 to January 2017), and general manager and chief executive officer of Neusoft Holdings (from January 2017 to April 2023); and (ii) director (from June 2008 to December 2023) and chairman (from March 2018 to December 2023) of Liaoning Neusoft Venture Capital Co., Ltd.

Mr. Rong has re-entered into an appointment letter with the Company on 25 May 2024, pursuant to which, his appointment as a Director shall commence from 25 May 2024, and continue for a period of 3 years after, or until the third annual general meeting of the Company, since 25 May 2024 (whichever ends sooner), which may be terminated by not less than one month’s notice in writing served by either party on the other. Mr. Rong may receive fixed salary and/or discretionary bonus in connection with the performance of his duties, the amount of which (if any) shall be determined by the Board under the appointment letter.

As at the Latest Practicable Date, Mr. Rong does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

NON-EXECUTIVE DIRECTOR

Dr. ZHANG Yinghui (張應輝)

Dr. ZHANG Yinghui (“**Dr. Zhang**”), aged 53, is a non-executive Director of the Company. He has served, or acted as director or chairman in several companies of the Group, including: (i) director since December 2016 and principal since February 2003 of Chengdu University; (ii) general manager since April 2013 and director since July 2022 of Chengdu Development, the school sponsor of Chengdu University; (iii) director of Dalian Neusoft Ruixin Technology Group Co., Ltd. from May 2019 to June 2021; (iv) director of Neusoft Education Technology Group Co., Ltd. from August 2018 to July 2021; (v) director of Dalian Neusoft Industry Management Services Co., Ltd. (since July 2024); and (vi) executive director from April 2019 to October 2024 and director since October 2024 to June 2025 of Chengdu Neutech Health Management Co., Ltd., among others.

Dr. Zhang i received his bachelor’s degree in software computing (計算機軟件) and doctorate degree in applied computing (計算機應用技術) from Northeastern University in July 1994 and September 1998, respectively. Dr. ZHANG Yinghui also received professorship from Sichuan Provincial Vocational Reform Bureau (四川省職改辦) in China in December 2007.

Dr. Zhang is a recipient of the Special Allowance from the State Council since November 2024 and holds positions in several professional and governmental organizations, including: vice president of the China Association for Non-Government Education (中國民辦教育協會) since 10 January 2026, president of the Sichuan Association for Non-Government Education (四川省民辦教育協會) since May 2016, vice president of the Sichuan Higher Education Society (四川省高等教育學會) since January 2023, member of the Expert Committee on Non-Government and Sino-Foreign Cooperative Education under the Ministry of Education (教育部民辦與中外合作辦學專家委員會) since December 2024, and member of the Sichuan Higher Education Institution Establishment Review Committee (四川省高校設置評議委員會) since September 2011, among others.

Dr. Zhang has re-entered into an appointment letter with the Company on 25 May 2024, pursuant to which, his appointment as a Director shall commence from 25 May 2024, and continue for a period of 3 years after, or until the third annual general meeting of the Company, since 25 May 2024 (whichever ends sooner), which may be terminated by not less than one month's notice in writing served by either party on the other. Dr. Zhang may receive fixed salary and/or discretionary bonus in connection with the performance of his duties, the amount of which (if any) shall be determined by the Board under the appointment letter.

As at the Latest Practicable Date, Dr. Zhang does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. LIU Shulian (劉淑蓮)

Dr. LIU Shulian (“**Dr. S. Liu**”), aged 71, is an independent non-executive Director of the Company, chairperson of the Audit Committee, and a member of the Nomination Committee. Dr. S. Liu has been serving as an independent director of Wanghaikangxin (Beijing) Technology Co., Ltd. since December 2025. Dr. S. Liu was an independent director of Neusoft Corporation (a company listed on the Shanghai Stock Exchange, stock code: 600718) from May 2017 to May 2023. Prior to this, she was an independent director of Dalian Huarui Heavy Industry Group Co., Ltd. (大連華銳重工集團股份有限公司) (formerly known as Dalian Huarui Heavy Industry Steel Casting Co., Ltd. (大連華銳重工鑄鋼股份有限公司), a company listed on the Shenzhen Stock Exchange, stock code: 002204) from March 2007 to April 2013; and she was an independent director of Dashang Co., Ltd. (大商股份有限公司) (formerly known as Dashang Group Co., Ltd. (大商集團股份有限公司), a company listed on the Shanghai Stock Exchange, stock code: 600694) from April 2007 to April 2013.

Dr. S. Liu received her bachelor's degree in economics, master's degree in economics and doctorate degree in management from Dongbei University of Finance and Economics (東北財經大學) (formerly known as Liaoning Finance Institute (遼寧財經學院)) in January 1982, December 1989 and March 2001, respectively. She received her professorship from Dongbei University of Finance and Economics and she has been

teaching and conducting research at the accounting school of Dongbei University of Finance and Economics since January 1982. Dr. S. Liu also received her qualification certification for college teachers (高校教師資格) from the Liaoning Provincial Human Affairs Department (遼寧省人事廳) in China in July 1998. She is recognised by the Shanghai Stock Exchange to act as an independent director since September 2007; acted as a member of the Financial Management Committee (財務管理專業委員會委員) of the Accounting Society of China (中國會計學會) from 2008 to 2018; and was admitted as a non-practising member by Liaoning Provincial Institute of Certified Public Accountants in December 2009. Dr. S. Liu has the appropriate professional accounting or related financial management experience for the purpose of Rule 3.10(2) of the Listing Rules.

Dr. S. Liu has re-entered into an appointment letter with the Company on 25 May 2024, pursuant to which, her appointment as a Director shall commence from 25 May 2024, and continue for a period of 3 years after, or until the third annual general meeting of the Company, since 25 May 2024 (whichever ends sooner), which may be terminated by not less than one month's notice in writing served by either party on the other. Dr. S. Liu is entitled to received HK\$180,000 as annual remuneration in her capacity as independent non-executive Director under the appointment letter.

As at the Latest Practicable Date, Dr. S. Liu does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

**APPENDIX III DETAILS OF PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The details of the proposed amendments to the Existing Memorandum and Articles of Association are set out below:

Currently in force	Proposed to be amended as
Cover	
<p>THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Neutech Group Limited 東軟睿新科技集團有 限公司</p> <p>(adopted by a Special Resolution passed at an extraordinary general meeting of the shareholders of the Company held on 4 December 2024 and effective on 4 December 2024)</p>	<p>THIRD-FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>Neutech Group Limited 東軟睿新科技集團有 限公司</p> <p>(adopted by a Special Resolution passed at a an extraordinary general meeting of the shareholders of the Company held on 28 May 2026 4 December 2024 and effective on 4 December 2024)</p>
Memorandum of Association	
<p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF Neutech Group Limited 東軟睿新科技集團有限公司 (Company)</p> <p>(adopted by a Special Resolution passed at an extraordinary general meeting of the shareholders of the Company held on 4 December 2024 and effective on 4 December 2024)</p>	<p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES THIRD-FOURTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF <u>Neutech Group Limited</u> <u>東軟睿新科技集團有限公司</u> (Company)</p> <p>(adopted by a Special Resolution passed at a an extraordinary general meeting of the shareholders of the Company held on 28 May 2026 4 December 2024 and effective on 4 December 2024)</p>

Currently in force	Proposed to be amended as
Articles of Association	
<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Neutech Group Limited 東軟睿新科技集團有限公司 (Company)</p> <p>(adopted by a Special Resolution passed at an extraordinary general meeting of the shareholders of the Company held on 4 December 2024 and effective on 4 December 2024)</p>	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES THIRD<u>FOURTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF <u>Neutech Group Limited</u> <u>東軟睿新科技集團有限公司</u> (Company)</p> <p>(adopted by a Special Resolution passed at a an extraordinary general meeting of the shareholders of the Company held on 28 May 2026 4 December 2024 and effective on 4 December 2024)</p>
<p>1 (b)</p> <p>New definitions added lexicographically to Article 1(b).</p>	<p>1 (b)</p> <p><u>Electronic means relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act;</u></p> <p><u>electronic communication means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;</u></p> <p><u>electronic means include sending or otherwise making available to the intended recipients of the communication in electronic format;</u></p> <p><u>electronic meeting means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;</u></p>

Currently in force	Proposed to be amended as
	<p><u>electronic signature</u> means an electronic symbol or process attached to or legally associated with an electronic communication and executed or adapted by a person with the intent to sign the electronic communication;</p> <p><u>Electronic Transactions Act</u> means the Electronic Transactions Act (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time;</p> <p><u>hybrid meeting</u> means a general meeting convened for the (i) physical attendance by Shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations, and (ii) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;</p> <p><u>Meeting Location(s)</u> has the meaning given to it in Article 71A;</p> <p><u>physical meeting</u> means a general meeting held and conducted by physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</p> <p><u>place</u> for the purpose of these Articles, shall be taken to include an electronic or virtual platform;</p> <p><u>Principal Meeting Place</u> shall have the meaning given to it in Article 65;</p> <p><u>Statutes</u> means the Companies Act, the Electronic Transactions Act and every other act of the legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles;</p>

Currently in force	Proposed to be amended as
<p>1 (c)</p> <p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular number shall include the plural number and vice versa;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p> <p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p>	<p>1 (c)</p> <p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular number shall include the plural number and vice versa;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p> <p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p>(iv) <u>any requirements as to delivery under these Articles include delivery in the form of an electronic record (as defined in the Electronic Transactions Act);</u></p> <p>(v) <u>sections 8 and 19 of the Electronic Transactions Act, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;</u></p>

Currently in force	Proposed to be amended as
	<p>(vi) <u>expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible form, substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Shareholder's election comply with all applicable Statutes, rules and regulations;</u></p> <p>(vii) <u>a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and all other applicable laws, rules and regulations and these Articles, and the terms "attend", "participate", "attending", "participating", "attendance" and "participation" shall be construed accordingly;</u></p>

Currently in force	Proposed to be amended as
	<p>(viii) <u>references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to raise questions, make statements, speak or communicate, vote, be represented by a proxy, at a physical meeting, an electronic meeting or a hybrid meeting, and have access in hard copy or electronic form to all documents which are required by the Statutes and all other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u></p> <p>(ix) <u>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);</u></p> <p>(x) <u>where a Shareholder is a corporation, any reference in these Articles to a Shareholder shall, where the context requires, refer to a duly authorised representative of such Shareholder; and</u></p> <p>(iv)(xi) <u>references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</u></p>

Currently in force	Proposed to be amended as
<p>19 Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal.</p>	<p>19 Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company <u>or a facsimile thereof or within the Seal printed thereon</u>, which for this purpose may be a duplicate Seal.</p>
<p>20 Every share certificate hereafter issued shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.</p>	<p>20 Every share certificate hereafter issued shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to <u>speak and</u> vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.</p>

Currently in force	Proposed to be amended as
<p>62 Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period, the Company shall hold a general meeting as its annual general meeting within six Months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held in the Relevant Territory or elsewhere and as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>	<p>62 Other than the year of the Company's adoption of these Articles, in each financial year during the Relevant Period, the Company shall hold a general meeting as its annual general meeting within six Months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting <u>(or any adjournment or postponement thereof)</u> shall be held in the Relevant Territory or elsewhere and <u>at one or more locations as provided in</u> as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>

Currently in force	Proposed to be amended as
<p>64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company and the foregoing Shareholders shall be able to add resolutions to the meeting agenda. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>64 The Board may, whenever it thinks fit, convene an extraordinary general meeting, <u>and such meeting (or any adjournment or postponement thereof) shall be held in the Relevant Territory or elsewhere and at one or more locations as provided in.</u> Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company and the foregoing Shareholders shall be able to add resolutions to the meeting agenda. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) <u>may convene a physical meeting at only one location which will be the Principal Meeting Place</u> do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

Currently in force	Proposed to be amended as
<p>65 An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company.</p>	<p>65 An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place(a); the day andthe hour of the meeting, (b) <u>save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place")</u>, (c) <u>if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and</u> (d) and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p>

Currently in force	Proposed to be amended as
	(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company.
<p>69 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</p>	<p>69 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and <u>(where applicable) such place and in such form and manner referred to in Article 71A as determined by the chairman of the meeting (or in default, the Board)</u>as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</p>

Currently in force	Proposed to be amended as
A new Article 70A is added.	<p><u>70A</u> <u>If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 70 above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>
<p>71 The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	<p>71 <u>Subject to Article 71C, t</u>The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying <u>the details set out in Article 65</u> the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

Currently in force	Proposed to be amended as
A new Article 71A is added.	<p data-bbox="818 314 1347 1059"><u>71A</u> (1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend and speak at a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the “Meeting Location(s)”) determined by the Board at its absolute discretion. Any Shareholder or any proxy attending and participating in such way or any Shareholder or any proxy participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p data-bbox="895 1102 1347 1357">(2) <u>All general meetings are subject to the following and, where appropriate, all references to a “Shareholder” or “Shareholders” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p data-bbox="971 1400 1347 1730">(a) <u>where a Shareholder is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p>

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

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

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

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

Currently in force	Proposed to be amended as
A new Article 71C is added.	<p>71C <u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p>(d) <u>there is violence or the threat of violence, unruly behavior or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></p> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>

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

Currently in force	Proposed to be amended as
A new Article 71E is added.	<p><u>71E</u> <u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/ or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting (such circumstances, the "Circumstances"). This Article shall be subject to the following:</u></p> <p><u>(a) when a meeting is so postponed due to one or more of the Circumstances as set out in the original notice of a general meeting, the Company shall endeavour to send or post a notice of such postponement with a new date for the postponed general meeting (if such new date has not yet been provided in the original notice of the general meeting) on the Company's website as soon as practicable (provided that failure to send such a notice shall not affect the automatic postponement of such meeting), but otherwise the Company shall, in accordance with paragraph (c) below, endeavor to publish a new notice of a postponed general meeting;</u></p>

Currently in force	Proposed to be amended as
	<p>(b) <u>when only the form of the meeting or electronic facilities as specified in the notice are changed, while other details of the notice remain unchanged, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;</u></p> <p>(c) <u>subject to paragraphs (a) and (b) above, when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Shareholders of such details in such manner as the Board may determine and in compliance with the notice requirements under Article 65; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than forty-eight (48) hours before the time of the postponed or changed meeting; and</u></p> <p>(d) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Shareholders.</u></p>

Currently in force	Proposed to be amended as
A new Article 71F is added.	<u>71F</u> <u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>
A new Article 71G is added.	<u>71G</u> <u>Without prejudice to other provisions in Article 71, a physical meeting may also be held by means of such telephone, electronic or other communication facilities permitting all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>

Currently in force	Proposed to be amended as
<p>79 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he/she is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use all his/her votes or cast all his/her votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his/her votes in the same way.</p>	<p>79 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he/she is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use all his/her votes or cast all his/her votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his/her votes in the same way. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Director or the chairman of the meeting may determine.</u></p>
<p>87 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.</p>	<p>87 The instrument appointing a proxy shall be in writing under the handexecuted by of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.</p>

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

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

Currently in force	Proposed to be amended as
<p>90 The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	<p>90 The instrument appointing a proxy to <u>attend, speak and</u> vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates.</p>
<p>92 (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he/she represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p>	<p>92 (a) Any corporation which is a Shareholder may, <u>in accordance with its constitutional documents or in the absence of such provision</u> by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he/she represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p>

Currently in force	Proposed to be amended as
<p>134 A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director n person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his/her absence e sent in writing to him/her at his/her last known address, facsimile or telex number or any other address, facsimile or telex number given by him/her to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.</p>	<p>134 A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be <u>deemed to be duly given to each Director and alternate Director if it is given to such Director or alternate Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or alternate Director or (if the recipient consents to it being made available on a website) by making it available on website or in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the</u> telephone or <u>facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his/her absence be sent in writing to him/her at his/her last known address, facsimile or telex number or any other address, facsimile or telex number given by him/her to the Company for this purpose or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on website, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.</u></p>

Currently in force	Proposed to be amended as
A new Article 175(d) is added.	<p><u>175</u> (d) <u>The requirement to send to a person referred to in Article 175(b) the documents referred to in that article or a summary financial report in accordance with Article 175(c) shall be deemed satisfied where, in accordance with the Act, the Electronic Transactions Act and the Listing Rules, the Company publishes copies of the documents referred to in Article 175(b) and, if applicable, a summary financial report complying with Article 175(c), on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</u></p>
<p>180 (a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>	<p>180 (a) Except where otherwise expressly stated, any notice or document <u>(including any "corporate communication", "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules)</u> to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>

Currently in force	Proposed to be amended as
<p>180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or rapper addressed to such Shareholder at his/her registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p>180 (b) Except where otherwise expressly stated, any notice or document (including any <u>"corporate communication"</u>, <u>"actionable corporate communication"</u> within the meaning ascribed thereto under the Listing Rules) to be given to or by any person pursuant to these Articles may be served on or delivered to any Shareholder either <u>(a) personally;</u> or <u>(b) by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his/her registered address as appearing in the register;</u> or <u>(c) by leaving it at that address addressed to the Shareholder;</u> or <u>(d) to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the Shareholder to the Company, or by publishing it on the Company's website or the website of the HK Stock Exchange pursuant to the Listing Rules;</u> or <u>(e) or by any other means authorised in writing by the Shareholder concerned;</u> or <u>(f) (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</u></p>

Currently in force	Proposed to be amended as
<p>180 (d) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.</p>	<p>180 (d) Any notice or document required to be <u>delivered to</u>, sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office, or to the <u>electronic address or through electronic means as provided by the Company in accordance with Article 87A.</u></p>
<p>181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his/her registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>	<p>181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his/her registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available. <u>Every Shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p>

Currently in force	Proposed to be amended as
<p>182 Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</p>	<p>182 Any notice or other document (<u>including any “corporate communication”, “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules</u>), if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. <u>Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document if published or placed on the Company’s website or the website of the HK Stock Exchange, shall be deemed to have been served or delivered on the day on which such notice or other document first so appears on the Company’s website or the website of the HK Stock Exchange.</u> Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</p>

Currently in force	Proposed to be amended as
186 The signature to any notice or document to be given by the Company may be written or printed.	186 The signature to any notice or document to be given by the Company may be written, or printed <u>or in electronic form</u> .

Neutech

東軟睿新科技集團有限公司

Neutech Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9616)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Neutech Group Limited (the “Company”) will be held at No. 66 North Section, Shu Ma Road, Ganjingzi District, Dalian, Liaoning, China on Thursday, 28 May 2026 at 2 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Director(s)”) and auditors (the “Auditors”) of the Company for the year ended 31 December 2025.
2. (a) To declare a final dividend of HK\$28.0 cents per ordinary Shares (the “Final Dividend”) for the year ended 31 December 2025.

(b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.
3. (a) To re-elect the following retiring Directors of the Company:
 - i. Mr. RONG Xinjie as a non-executive Director of the Company;
 - ii. Dr. ZHANG Yinghui as a non-executive Director of the Company;
and
 - iii. Dr. LIU Shulian as an independent non-executive Director of the Company.
(b) To authorise the board of the Directors to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint Ernst & Young as the Auditors and authorise the board of the Directors to fix their remuneration.
5. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (including any sale or transfer of treasury shares) additional Shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate

NOTICE OF ANNUAL GENERAL MEETING

in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;

(d) for the purpose of this resolution:

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

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

“Rights Issue” means an offer of shares of the Company, 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 of the Company whose names appear on the register of members on a fixed record date in proportion to their 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 exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

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

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

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

- 7. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“**That** conditional upon the passing of resolutions no. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

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

“**THAT** the proposed amendments to the existing memorandum and articles of associations of the Company as set out in the Appendix III to the circular of the Company dated 24 April 2026 (the “**Circular**”) and the Company’s fourth amended and restated memorandum and articles of association, which consolidated all of the proposed amendments as mentioned in the Circular, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the AGM and **THAT** any Director or the company secretary of the Company be and is hereby authorized to do all things necessary to effect and record the adoption of the Company’s fourth amended and restated memorandum and articles of association.”

Yours faithfully
By order of the Board
Neutech Group Limited
Chairperson and non-executive Director
Dr. LIU Jiren

Hong Kong, 24 April 2026

Registered office:

89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Principal Place of Business

in Hong Kong:
Suite 903, 9th Floor, Great Eagle Center
No. 23 Harbour Road
Wanchai, Hong Kong

Notes:

1. The resolution at the AGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf provided that each proxy is appointed to represent the respective number of shares held by him as specified in the relevant proxy form. A proxy need not to be a shareholder of the Company.
3. In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 2 p.m. on Tuesday, 26 May 2026 or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.

NOTICE OF ANNUAL GENERAL MEETING

5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. For the purposes of holding the AGM, the register of members of the Company will be closed from Wednesday, 20 May 2026 to Thursday, 28 May 2026 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Thursday, 28 May 2026. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 19 May 2026.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2025, the register of members of the Company will be closed from Wednesday, 2 September 2026 to Friday, 4 September 2026 (both days inclusive). In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 1 September 2026.
9. References to time and dates of this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Dr. LIU Jiren as Chairperson and non-executive Director; Dr. WEN Tao as executive Director; Mr. RONG Xinjie, Dr. ZHANG Xia, Dr. ZHANG Yinghui and Mr. SUN Yinhuan as non-executive Directors (aside from our Chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.