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If you have sold or transferred all your shares in China Unicom (Hong Kong) Limited, you should at once hand this circular and the accompanying forms of proxies to the purchaser or the transferee or to the bank, licensed securities dealer or 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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CHINA UNICOM (HONG KONG) LIMITED
中國聯合網絡通信(香港)股份有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 762)

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

The AGM will be convened at 3:00 p.m. on 19 May 2023 at Concord Room, 8th Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong and China Unicom Building, 21 Financial Street, Xicheng District, Beijing, P.R.C. concurrently by electronic means. The Notice of AGM is set out on pages 27 to 31 of this circular.

The proxy form is enclosed in this circular. Whether or not Shareholders intend to attend the AGM, they are advised to complete and return the enclosed proxy form to the Company's Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as practicable and in any event by not later than 48 hours before the time appointed for holding the AGM. The completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Proposed General Mandates to Buy Back Shares and to Issue Shares	4
Proposed Re-Election of Directors	4
Proposed Amendments to the Articles of Association	6
Annual General Meeting	7
Appendix I – Explanatory Statement of Share Buy-Back Mandate	8
Appendix II – Biographies of the Proposed Directors for Re-Election	11
Appendix III – Explanatory Statement of Proposed Amendments to the Articles of Association	13
Notice of Annual General Meeting	27

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 on 19 May 2023 at Concord Room, 8th Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong and China Unicom Building, 21 Financial Street, Xicheng District, Beijing, P.R.C. concurrently by electronic means
“Articles of Association”	the articles of association of China Unicom (Hong Kong)Limited
“Board”	the board of directors of the Company
“Buy-back Mandate”	the mandate granted to the Company if the ordinary resolution set out in item 5 of the Notice of AGM is passed
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	China Unicom (Hong Kong) Limited, a company incorporated under the laws of Hong Kong with limited liability and whose Shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 April 2023
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of AGM”	notice of the AGM dated 24 April 2023
“Shareholder(s)”	holder(s) of the Shares
“Shares”	shares in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“Unicom BVI”	China Unicom (BVI) Limited, a company incorporated under the laws of the British Virgin Islands and an immediate controlling shareholder of the Company

DEFINITIONS

“Unicom Group”	中國聯合網絡通信集團有限公司 (China United Network Communications Group Company Limited), a state-owned enterprise established under the laws of the PRC and the ultimate parent company of the Company
“Unicom Group BVI”	China Unicom Group Corporation (BVI) Limited, a company incorporated under the laws of the British Virgin Islands and an immediate controlling shareholder of the Company



CHINA UNICOM (HONG KONG) LIMITED
中國聯合網絡通信(香港)股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 762)

Executive Directors:

Liu Liehong (was appointed in September 2021)
Chen Zhongyue (was appointed in February 2021)
Wang Junzhi (was appointed in December 2021)
Li Yuzhuo (was appointed in February 2022)

Registered office:

75th Floor, The Center
99 Queen's Road Central
Hong Kong

Independent Non-executive Directors:

Cheung Wing Lam Linus (was appointed in May 2004)
Wong Wai Ming (was appointed in January 2006)
Chung Shui Ming Timpson (was appointed in October 2008)
Law Fan Chiu Fun Fanny (was appointed in November 2012)

24 April 2023

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with details of (1) the proposed general mandate to buy back shares and to issue Shares of the Company, (2) the proposed re-election of Directors, (3) the proposed amendments to the Articles of Association and (4) the Notice of AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES

A general mandate was granted to the Board to exercise the power of the Company to buy back Shares at the last annual general meeting of the Company held on 12 May 2022. Such mandate will lapse at the conclusion of the forthcoming AGM. Therefore it is proposed that a fresh general mandate be granted to the Board to buy back Shares in the Company with an aggregate number of Shares not exceeding 10% of the total number of Shares in issue.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the proposed ordinary resolution set out in item 5 of the Notice of AGM for the approval of the renewal of the general mandate for buy-back of Shares, is set out in Appendix I to this circular.

A general mandate was granted to the Board to exercise the power of the Company to issue Shares at the last annual general meeting of the Company held on 12 May 2022. Such mandate will lapse at the conclusion of the forthcoming AGM. Therefore it is proposed that a fresh general mandate be granted to the Board to issue Shares as more details are set out in item 6 of the Notice of AGM.

A resolution as set out in item 7 of the Notice of AGM will also be proposed at the AGM authorising the Directors to increase the maximum number of new Shares which may be issued under the general mandate for the issuance and allotment of Shares by adding to it the number representing the aggregate number of Shares bought back pursuant to the Buy-back Mandate.

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 101 of the Articles of Association, Mr. Chen Zhongyue, Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson (together, the “Directors for Re-Election”) will retire from office by rotation at the forthcoming annual general meeting of the Company, and shall be eligible for re-election.

The biographies of the Directors for Re-Election are set out in the Appendix II to this circular.

Mr. Chen Zhongyue has been acting as Executive Director & President of the Company since February 2021. Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson have been acting as an Independent Non-Executive Director of the Company for approximately 17 and 14 years respectively. During their tenure as Independent Non-Executive Directors of the Company, they have not engaged in the daily administrative management of the Group. They have expressed objective views and exercised independent judgements in fulfilling their duties to the Company as Independent Non-Executive Directors, and they continue to demonstrate the ability to provide an independent, balanced and objective view to the affairs of the Company. They have provided excellent advice on the affairs of the Company from time to time which promoted and enhanced the management of the Company and standardised the corporate governance practice of the Company. In 2022, the Company was awarded a number of accolades, including it was voted as “Asia’s Most Honored Telecom Company” by Institutional Investor for seven consecutive years. Mr. Wong Wai

LETTER FROM THE BOARD

Ming and Mr. Chung Shui Ming Timpson as the Independent Non-Executive Directors of the Company, have both confirmed to the Company that they are in compliance with the requirements of independence pursuant to Rule 3.13 of the Listing Rules (including the notes thereto) and have devoted sufficient time and attention to the affairs of the Company. The Company has conducted assessment on their independence, and is of the view that each of them complies with the guidelines on independence as set out in Rule 3.13 of the Listing Rules (including the notes thereto) and that Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson are considered as independent in accordance with the provisions of the guidelines. Meanwhile, the Company is of the view that Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson performed their fiduciary duties as well as devoted sufficient time and attention to the affairs of the Company. Mr. Wong Wai Ming has extensive experience in management and finance. Mr. Chung Shui Ming Timpson is serving as Independent Non-Executive Director of seven listed companies (including the Company). He has extensive experience in management, finance and education. In particular, his directorship experiences in other listed companies are beneficial in equipping him with accumulative knowledge and experience on matters such as the latest developments and trends in directors' duties, listing rules requirements, regulatory focus and compliance. Please refer to Appendix II for details. According to the Company's nomination policy, the Nomination Committee reviewed the Board's structure, size and composition with due regard to the benefits of diversity on the Board, and was of the view that the re-election of the three Directors to be Directors of the Company can continuously enhance the level of management of the Company and keep the diversity of Board composition (including but not limited to age, cultural and educational background, professional experience, skills, knowledge and duration of service) through leveraging their professional experience and knowledge. It can also promote the objective decision-making of the Board and contribute to the full and impartial supervision of the management of the Company in accordance with the interests of the Company and the Shareholders as a whole. The Board accepted the opinion and recommendation by the Nomination Committee. The Board recommended the three directors to be re-elected at the AGM.

Except as noted in the biographies, (i) the Directors for Re-Election have not held any other directorships in any listed public companies in the last three years nor any post in an affiliated company of the Group; and (ii) none of the Directors for Re-Election is connected with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chung Shui Ming Timpson had personal interests in 6,000 Shares of the Company, representing approximately 0.0000% of the issued shares of the Company. Save for the above, the Directors for Re-Election did not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

LETTER FROM THE BOARD

Please refer to the 2022 Annual Report of the Company for details of the remuneration of Mr. Chen Zhongyue, Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson in 2022. The terms of services agreed between the Directors for Re-Election and the Company neither specify the length of service nor require the Company to give more than one year's advance notice or to make payments equivalent to more than one year's remuneration to terminate the service (other than statutory compensation). However, the Directors are subject to retirement at annual general meetings in accordance with the Articles of Association. The proposed remuneration package of directors of the Company will be determined by the Remuneration Committee, subject to approval by the Board and in compliance with applicable laws, regulations and policies, and taking into account the responsibilities of such person in the Company, his experience and performance as well as the prevailing market conditions. The Company will disclose as and when appropriate once the proposed remuneration packages for such persons have been determined.

Save as disclosed in this circular, each of the Directors for Re-Election has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders of the Company and that there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To provide flexibility to the Company in relation to the conduct of general meetings, the Board proposes that certain amendments to the existing Articles of Association of the Company be made to allow the Company to hold general meetings as hybrid meetings or electronic meeting where shareholders may attend and participate by means of electronic facilities in addition to physical attendance. The proposed amendments also explicitly set out other related powers of the Board and the chairman of the general meetings, including making arrangements for attendance at the general meetings as well as ensuring the security and orderly conduct of the meetings. The Board also proposes that other minor amendments be made to the existing Articles of Association of the Company to introduce corresponding and house-keeping changes to align the Articles of Association with the Listing Rules, the Companies Ordinance, and the proposed amendments above.

A special resolution will be proposed at the Annual General Meeting to amend the Articles of Association. The proposed amendments are set out in "Appendix III — Explanatory Statement of Proposed Amendments to the Articles of Association" to this circular.

Shareholders are advised that the new Articles of Association are prepared in the English language and the Chinese translation is only for reference purpose. In case of any inconsistency, the English version shall prevail.

The Company's legal advisers have confirmed that the proposed amendments are in compliance with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The AGM will be convened at 3:00 p.m. on 19 May 2023 at Concord Room, 8th Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong and China Unicom Building, 21 Financial Street, Xicheng District, Beijing, P.R.C. concurrently by electronic means. The Notice of AGM is set out on pages 27 to 31 of this circular. No Shareholders will be required to abstain from voting at the AGM. Voting will be taken by way of poll in accordance with the requirements of Listing Rules.

The proxy form is enclosed in this circular. Whether or not Shareholders intend to attend the AGM, they are advised to complete and return the enclosed proxy form to the Company's share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable and in any event by not later than 48 hours before the time appointed for holding the AGM. The completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.

6. RECOMMENDATION

The Board considers that the resolutions as set out in the Notice of AGM are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all of the resolutions at the AGM.

By Order of the Board
China Unicom (Hong Kong) Limited
Liu Liehong
Chairman and Chief Executive Officer

This explanatory statement contains all the information required under Rule 10.06(1)(b) of the Listing Rules and also constitutes a memorandum required under section 239 of the Companies Ordinance.

EXERCISE OF THE BUY-BACK MANDATE

The Directors believe that the flexibility afforded by the Buy-back Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of issued and outstanding Shares on the date of the passing of the ordinary resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Buy-back Mandate may be bought back. As at the Latest Practicable Date, 30,598,124,345 Shares were in issue and outstanding. On the basis of such figure, the Directors would be authorised to buy back up to 3,059,812,434 Shares during the period up to the date of the next annual general meeting in 2024, or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or the revocation or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders at a general meeting, whichever of these three events occurs first.

REASONS FOR BUY-BACKS

Buy-backs of Shares will only be made when the Directors believe that they will benefit the Company and its Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

FUNDING OF BUY-BACKS

Buy-backs pursuant to the Buy-back Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any buy-backs will be made out of funds of the Company legally permitted to be utilised for such purpose in accordance with its Articles of Association and the laws of Hong Kong, including distributable profits. Under the Companies Ordinance, a company's distributable profits, in relation to the making of a payment by the company, are those profits out of which the company could lawfully make a distribution equal in value to the payment.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2022) in the event that the Buy-back Mandate is exercised in full.

However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital or gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquires, none of their close associates (as defined under the Listing Rules), have any present intention to sell Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the Shareholders. No core connected persons (as defined under the Listing Rules) of the Company have notified the Company that they (i) have a present intention to sell Shares to the Company or (ii) have undertaken not to sell Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

SHARE BUY-BACKS MADE BY THE COMPANY

No buy-backs of Share have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

TAKEOVERS CODE CONSEQUENCES

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

As at the Latest Practicable Date, the immediate controlling shareholders of the Company are, Unicom BVI and Unicom Group BVI. Unicom BVI was recorded in the register required to be kept by the Company under Part XV of the Securities and Futures Ordinance as having an interest in 16,376,043,282 Shares, representing approximately 53.52% of the total number of issued and outstanding Shares as at that date. If the Buy-back Mandate is exercised in full, Unicom BVI will be interested in approximately 59.47% of the reduced number of issued and outstanding Shares based on Unicom BVI's interest in the issued and outstanding Shares and the total number of issued and outstanding Shares as at the Latest Practicable Date. Unicom Group BVI was recorded in the register required to be kept by the Company under Part XV of the Securities and Futures Ordinance as having a beneficial interest in 8,082,130,236 Shares, representing approximately 26.41% of the total number of issued and outstanding Shares of the Company as at that date. If the Buy-back Mandate is exercised in full, Unicom Group BVI will be interested in approximately 29.35% of the reduced number of issued and outstanding Shares based on Unicom Group BVI's beneficial interest in the issued and outstanding Shares and the total number of issued and outstanding Shares as at the Latest Practicable Date. Unicom BVI and Unicom Group BVI are presumed to be acting in concert with each other in respect of their aggregate 79.93% shareholding in the Company pursuant to class of the definition of "acting in concert" in the Takeovers Code as they are both ultimately controlled by Unicom Group. Therefore, as the aggregate shareholding in the Company held by Unicom BVI and Unicom Group BVI, being persons acting in concert, exceeds 50%, exercise of the Buy-back Mandate should, subject to the specific circumstances in the particular case, not result in a mandatory offer obligation upon Unicom BVI and Unicom Group BVI under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any other consequences that may arise under the Takeovers Code as a result of a buy-back of the Shares.

MARKET PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Traded market price	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2022		
April	3.94	3.71
May	3.81	3.63
June	3.75	3.63
July	3.79	3.68
August	3.95	3.64
September	3.79	3.43
October	3.60	3.27
November	4.52	3.33
December	5.11	4.38
2023		
January	5.77	4.80
February	6.22	5.38
March	6.54	5.38
April (up to the latest practicable 14 April 2023)	6.37	5.64

BIOGRAPHIES OF THE DIRECTORS FOR RE-ELECTION AT THE AGM**Mr. Chen Zhongyue***Executive Director and President*

Aged 51, a university graduate with a master's degree in Economics, was appointed in February 2021 as an Executive Director and President of the Company. Mr. Chen served as Deputy General Manager of China Telecom Zhejiang branch, Managing Director of the Public Customers Department of China Telecom, General Manager of China Telecom Shanxi branch, Vice President of China Telecommunications Corporation, Executive Director and Executive Vice President of China Telecom Corporation Limited. Mr. Chen also serves as a Director and General Manager of China United Network Communications Group Company Limited, a Director and President of China United Network Communications Limited as well as a Director and President of China United Network Communications Corporation Limited. Mr. Chen has extensive experience in management and the telecommunications industry.

Mr. Wong Wai Ming*Independent Non-Executive Director*

Aged 65, was appointed in January 2006 as an Independent Non-Executive Director of the Company. Mr. Wong is Executive Vice President and Chief Financial Officer of Lenovo Group Limited (listed on the Hong Kong Stock Exchange). Mr. Wong was previously an investment banker with over 15 years of experience in investment banking business in Greater China and was a member of the Listing Committee of The Stock Exchange of Hong Kong Limited. Mr. Wong is a chartered accountant and holds a bachelor's degree (with Honors) in management science from the Victoria University of Manchester in the United Kingdom.

Mr. Chung Shui Ming Timpson*Independent Non-Executive Director*

Aged 71, was appointed in October 2008 as an Independent Non-Executive Director of the Company. Mr. Chung is the Pro-Chancellor of the City University of Hong Kong. Besides, Mr. Chung is an Independent Non-Executive Director of The Miramar Hotel and Investment Company, Limited, China Overseas Grand Oceans Group Limited, China Everbright Limited, China Railway Group Limited, Orient Overseas (International) Limited and Postal Savings Bank of China Co., Limited (all listed on the Hong Kong Stock Exchange). From October 2004 to October 2008, Mr. Chung served as an Independent Non-Executive Director of China Netcom Group Corporation (Hong Kong) Limited. Formerly, he was the Chairman of China Business of Jardine Fleming Holdings Limited and the Deputy Chief Executive Officer of BOC International Limited. He was also the Director-General of Democratic Alliance for the Betterment and Progress of Hong Kong, the Chairman of the Advisory Committee on Arts Development, the Chairman of the Council of the City University of Hong Kong, the Chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, the Vice Chairman of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government, a member of the Managing Board of the Kowloon-Canton Railway Corporation, a member of the Hong Kong Housing Authority, a member of the Disaster Relief Fund Advisory Committee, a member of the National Committee of the 10th to 13th Chinese People's Political Consultative Conference, an Independent Non-Executive Director of Henderson Land Development Company Limited, Nine Dragons Paper (Holdings) Limited, China Construction Bank Corporation, Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited and Glorious Sun Enterprises Limited, an Independent Director of China Everbright Bank Company Limited and China State Construction Eng. Corp. Ltd. and an Outside Director of China Mobile Communications Corporation and China COSCO Shipping Corporation Limited. Mr. Chung holds a bachelor of science degree from the University of Hong Kong and a master's degree in business administration from the Chinese University of Hong Kong. Mr. Chung also received an honorary doctoral degree in Social Science from the City University of Hong Kong in 2010. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

The following are the proposed amendments to the existing Articles of Association brought about by the adoption of the New Articles of Association, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles of Association.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

2. (a) In these Articles save where the context otherwise requires:

electronic communication means a communication sent by electronic transmission in any form through any medium, in each case, as may be selected by the Company;

electronic facilities shall include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);

electronic meeting means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;

hybrid meeting shall mean a general meeting held and conducted by (i) physical attendance by members and/or proxies at the principal meeting place and, where applicable, one or more meeting places and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;

physical meeting means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the principal meeting place and/or where applicable, one or more meeting places;

in writing and written shall include printing, lithograph, xerography, photography or other modes of representing or reproducing words in a permanent visible form or, to the extent permitted by and in accordance with the Ordinance and any other applicable laws, rules and regulations, any visible substitute for writing (including ~~electronic communication sent by electronic transmission in any form through any medium~~), or modes of representing or reproducing words partly in one visible form and partly in another visible form.

(e) References to a document being executed include references to it being executed under hand or under seal or, to the extent permitted by, and in accordance with the statutes and other applicable laws, rules and regulations, by electronic signature or by any other method. References to a document, to the extent permitted by, and in accordance with the statutes and other applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

(f) References to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director (including, without limitation, the Chairman of such meeting) 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 Ordinance and other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.

(g) 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 its duly authorised representative) to speak or communicate, vote (whether by electronic facilities or not), be represented by a proxy or electronic means and have access in hard copy or electronic form to all documents which are required by the Ordinance and 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.

56. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the Ordinance, be varied or abrogated either with the consent in writing of the holders of not less than seventy-five (75) per. cent of the total voting rights of holders of the shares of the class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting, all the provisions of these Articles relating to general meetings and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons present in person or by proxy together holding at least one-third of the total voting rights of holders of the shares of the class (but so that, if at any adjourned meeting or postponed meeting a quorum as above defined is not present, any one holder of shares of the class present in person or proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

58. The Company shall in each year hold a general meeting as its annual general meeting in accordance with Section 610 of the Ordinance in addition to any other meetings in that year. The annual general meeting shall be held at such time and place(s) (if applicable) and in such manner as may be determined by the Directors and subject to these Articles. All other general meetings shall be called extraordinary general meetings.

59. (a) The Directors may wherever they think fit, and shall on requisition from the members in accordance with the Ordinance, convene an extraordinary general meeting.

(b) The Directors may, at their absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such place or places determined by the Directors. The following provisions shall apply to any general meeting, including an electronic meeting and a hybrid meeting, adopting such arrangement:

(i) where a member is attending a meeting place other than the principal meeting place and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the principal meeting place;

(ii) if members present at the meeting place(s) attend a general meeting by using electronic facilities and/or if members participate in an electronic meeting or a hybrid meeting by using electronic facilities, a failure (for any reason) of communication equipment or electronic facilities, or any other failure in the arrangements for enabling those members at any meeting place, other than the principal meeting place, to participate in the business for which the general meeting has been convened, the inability for one or more members or proxies to access, or continue to access the electronic facilities, shall not affect the validity of the meeting or the resolutions passed, or any business conducted at the general meeting or any action taken pursuant to such business, for so long there is a quorum present throughout the general meeting; and

(iii) all persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate communication equipment and electronic facilities to enable them to do so. Subject to Article 69, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not affect the validity of the meeting or the resolutions passed, or any business conducted or any action taken at that general meeting.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

- (c) The Directors and, at any general meeting, the Chairman of the meeting, may from time to time make arrangements for managing attendance and/or participation and/or voting at the principal meeting place and/or any meeting place(s) and/or 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, number of participants, electronic voting or otherwise) as they/he shall in their/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not allowed to attend, in person or by proxy, at a particular meeting place shall be entitled so to attend at one of the other meeting places or by mean of electronic facilities; and the entitlement of any member so to attend the general meeting or the adjourned meeting or postponed meeting at such meeting place or meeting places shall be subject to any such arrangement as may be for the time being in force (whether stated in the notice of meeting or adjourned meeting or postponed meeting or otherwise).
61. Every notice calling a general meeting shall specify ~~the~~(i) if the meeting is to be held in two or more places allowing participation by means of electronic facilities that enable members of the Company who are not together at the same place ~~and~~ to listen, speak and vote at the meeting, and save for an electronic meeting, the principal meeting place and the other meeting place(s); (ii) if the meeting is to be an electronic meeting or a hybrid meeting, 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; (iii)the day and hour of the meeting and (iv) the general nature of the business of the meeting, and shall be given, in the 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, and shall state prominently that a shareholder entitled to attend and vote is entitled to appoint a proxy, who need not be a shareholder, to attend and, on a poll, vote instead of him. If any of the meeting places is outside of Hong Kong and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall be applied 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.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

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 Board, in its absolute discretion, considers 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, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or electronic facilities and/or form of the meeting (including, without limitation, a physical meeting or an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a change or postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a black rainstorm warning or gale warning or other similar event is in force at any time on the day of the meeting. These Articles shall be subject to the following:

- (i) when either (1) a meeting is postponed, or (2) there is a change in the place and/or electronic facilities and/or form of the meeting, the Company shall (a) endeavour to post a notice of such change or postponement on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic change or automatic postponement of such meeting); and (b) subject to and without prejudice to Article 61, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the changed or postponed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such changed or postponed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the changed or postponed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and
- (ii) notice of the business to be transacted at the changed or postponed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the changed or postponed meeting is the same as that set out in the original notice of general meeting circulated to the members.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

65. The Board may, at its absolute discretion, arrange for members to attend a general meeting (including an annual general meeting, any adjourned meeting or postponed meeting) by simultaneous attendance and participation at meeting ~~location~~place(s) using electronic means at such ~~location~~place or ~~locations~~places in any part of the world as the Board may, at its absolute discretion, designate; and at one or more places as provided in Article 59(b) for physical meeting, as an electronic meeting or a hybrid meeting, as may be determined by the Board in its absolute discretion. The members present in person or by proxy at the meeting ~~location~~place(s) and/or participating in a hybrid meeting by using electronic facilities shall be counted in the quorum for, and entitled to vote at, the subject general meeting, ~~and that meeting shall be duly constituted and its proceedings valid provided~~ provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members ~~attending at all the meeting locations~~meeting places and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to ~~hear all those persons present and speak at~~participate in the principal meeting location and at any other meeting location held by electronic means and be heard by all other persons ~~in~~business for which the same way meeting has been convened. The Chairman of ~~the meeting shall be present~~a general meeting (be it a physical meeting, an electronic meeting or a hybrid meeting) may attend, preside at, and conduct proceedings of, such meeting at; any meeting place or by means of electronic facilities.

67. If, within thirty (30) minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) such place(s) and in such form and manner as specified in the notice of the meeting given in accordance with Article 61, or to such other day, time and (where applicable) such place(s) and in such form and manner as specified in the notice of the meeting given in accordance with Article 61 as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within thirty (30) minutes from the time appointed for the meeting, the member or members present in person or by proxy shall be a quorum and may transact the business for which the meeting is called.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

69. (a) The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting from time to time ~~and~~, from place to place and from manner to manner or sine die; but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty (30) days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is adjourned sine die the time, place and ~~place~~ manner for the adjourned meeting shall be fixed by the Directors.

(b) If it appears to the Chairman of the meeting that:

(i) the electronic facilities at the principal meeting place or at such other meeting place(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 65 or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

(ii) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or

(iii) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

(iv) there is violence or threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

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

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

(c) The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, requirements for the conduct of necessary steps and/or the production of documentations required under relevant laws, 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). Members 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.

72. A demand for a poll may be withdrawn only with the approval of the Chairman of the meeting, at any time before the close of the meeting or the taking of the poll, whichever is earlier. If a poll be directed or demanded in the manner (including the use of ballot or voting papers or tickets or through an e-voting platform) above mentioned it shall (subject to the provisions of Article 74 hereof) be taken at such time (being not later than thirty (30) days after the date of the demand) and in such manner as the Chairman of the meeting may appoint. No notice need be given of a poll not taken immediately. The result of the poll, whether or not declared by the Chairman at the meeting, or any adjourned meeting or postponed meeting thereof, shall be deemed to be the resolution of the meeting at which the poll was demanded. The poll result, as recorded in the scrutineers' certificate and signed by the scrutineer, shall be the conclusive evidence of such resolution of the meeting without proof. The Company shall record in the minutes of the general meeting such result of the poll in accordance with the ~~Companies~~ Ordinance.

74. A poll demanded upon the election of a Chairman or upon a question of adjournment or postponement shall be taken forthwith. Any business, other than that upon which a poll has been demanded, may be proceeded with pending the taking of the poll.

77. (a) Subject to Article 1 and to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative duly authorised under Section 606 of the Ordinance at any general meeting shall be entitled, on a show of hands, to one vote only and, on a poll, to one vote for every fully paid-up share of which he is the holder. Votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.

Article

- No. **Proposed amendments (showing changes to the existing Articles of Association)**
- (b) A member of the Company being a Clearing House may authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of member of the Company provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. A person so authorised will be entitled to exercise the same powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise if it were an individual member of the Company.
78. Any person entitled under Article 49 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
81. ~~Where~~ Shareholders have the right to (1) speak at general meeting and (2) vote at a general meeting except where any member~~shareholder~~ is, under the Listing Rules, or the Ordinance required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

Article

No. Proposed amendments (showing changes to the existing Articles of Association)

83. ~~Subject to the Ordinance, an~~ The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and in any proxy usual or common form or in any other form which the Board may accept, and (i) if in writing but not contained in an electronic communication:

- (a) in the case of an individual, shall be signed by the appointor or by his attorney; and
- (b) in the case of a corporation, shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

The Board may, but shall not be bound to, require evidence of the authority of any such attorney or authorised officer. The signature on such instruments need not be witnesses. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must, failing previous registration with the Company, be lodged with the instrument of proxy pursuant to Article 85, failing which the instrument may be treated as invalid; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. The Board shall have the right to reject an instrument appointing a proxy which has not been properly completed. In determining the rights to vote and other matters in respect of a completed instrument of proxy submitted to it, the Board shall have regard to any instructions and/or notes set out in the instrument of proxy.

84. ~~The Company may, at its absolute discretion, provide~~ designate from time to time an electronic address or an electronic means of submission 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 of submission 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 limitation other limitations or conditions or requirements specified by the Company when providing the electronic address or electronic means of submission. Without limitation, the Company may from time to time determine that any such electronic address or electronic means of submission 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. 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 its designated 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.

Article**No. Proposed amendments (showing changes to the existing Articles of Association)**

85. An instrument appointing a proxy must be:
- (a) in the case of an appointment of proxy in hard copy form, received at such place or one of such places, if any, as may be specified for that purpose in or by way of a note to the notice convening the meeting or, if no place is so specified, at the Office, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting or postponed meeting at which it is to be used;
 - (b) in the case of an appointment of proxy in electronic form, received at the electronic address or electronic mean of submission specified in the notice convening the meeting or in any appointment of proxy or any invitation to appoint a proxy sent out or made available by the Company in relation to the meeting, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting or postponed meeting at which the person named in such instrument proposes to vote; or
 - (c) in the case of a poll taken more than forty-eight (48) hours after it was demanded, received as aforesaid after the poll has been demanded and not less than twenty-four (24) hours before the time appointed for the taking of the poll.

If the receipt of a proxy is defective, the proxy shall not be treated as valid. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last delivered within the abovementioned timeframe, regardless of its date or of the date of its execution, shall be treated as replacing and revoking all previously delivered ones as regards that share. If the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.

86. An instrument of proxy relating to more than one meeting (including any adjournment or postponement thereof), having once been so delivered for the purposes of any meeting, shall not be required to be delivered again for the purposes of any subsequent meeting to which it relates.
88. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.

Article

- No. Proposed amendments (showing changes to the existing Articles of Association)**
101. At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation ~~save any Director holding office as Chairman or Chief Executive Officer~~. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless during a period of not less than seven (7) days commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such election and ending no later than seven (7) days before the date appointed for the meeting there shall have been lodged at the Office or at the head office of the Company a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected.
102. If, at any general meeting at which an election of Directors ought to take place the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the ~~next~~first annual general meeting of the Company after his appointment and so on from year to year until their places are filled, unless:
- (a) it shall be determined at such meeting to reduce the number of Directors;
 - (b) it is expressly resolved at such meeting not to fill such vacated offices;
 - (c) in any such case the resolution for re-election of a Director is put to the meeting and lost; or
 - (d) such Director has given notice in writing to the Company that he is not willing to be re-elected.
105. The Directors shall have power, exercisable at any time and from time to time, to appoint any other person as a Director, either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time (if any) by the shareholders in general meeting and any directors so appointed shall hold office only until the ~~next following~~ first annual general meeting of the Company after his appointment and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at each annual general meeting.

Article**No. Proposed amendments (showing changes to the existing Articles of Association)**

152. Any notice or document to be given or issued under these Articles shall be in writing, except that any such notice or document to be given or issued by or on behalf of the Company under these Articles (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and communication made available on a website) whether having physical substance or not may be served on or delivered or sent by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any other applicable laws, rules and regulations:

- (a) personally;
- (b) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a member at his registered address as appearing in the Register of Members or in the case of another entitled person, to such address as he may provide;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by advertisement in an English language newspaper and a Chinese language newspaper in Hong Kong in accordance with the Listing Rules;
- (e) by transmitting it as an electronic communication to the entitled person at such electronic address as he may have provided; or
- (f) by making it available on a website.

Article

- No. Proposed amendments (showing changes to the existing Articles of Association)**
153. Any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:
- (a) if sent by post, shall be deemed to have been served or delivered on the ~~second business day after the day~~following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office (airmail if posted from Hong Kong to an address outside Hong Kong) and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;
 - (b) if not sent by post but delivered or left at a registered address by the Company, shall be deemed to have been served or delivered on the day it was so left;
 - (c) if published by way of a newspaper advertisement, shall be deemed to have been served or delivered on the date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong;
 - (d) if sent as an electronic communication (other than by making it available on a website), shall be deemed to have been served at the end of the prescribed period after the notice, document or information is sent or otherwise in accordance with the Ordinance; and
 - (e) if made available on a website, shall be deemed to have been served at the later of (i) the time when it is first made available on the website and (ii) the time when the entitled person is deemed to have received a notification of such availability, or otherwise in accordance with the Ordinance.
159. Subject to any special provisions contained in these Articles or in the Ordinance, all notices required to be given by advertisement shall be advertised in at least one daily Chinese and one daily English newspaper circulating in Hong Kong.



CHINA UNICOM (HONG KONG) LIMITED
中國聯合網絡通信(香港)股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 762)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of China Unicom (Hong Kong) Limited (the “Company”) will be held on 19 May 2023 at 3:00 p.m. at Concord Room, 8th Floor, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong and China Unicom Building, 21 Financial Street, Xicheng District, Beijing, P.R.C. concurrently by electronic means, for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and consider the financial statements and the Reports of the Directors and of the Independent Auditor for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Group for Hong Kong financial reporting purposes, and to authorise the Board of Directors to fix their remuneration for the year ending 31 December 2023.

And as Special Business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as amended from time to time be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the Shares in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Company’s articles of association (the “Articles of Association”) or the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by ordinary resolution of the Company’s shareholders in general meeting.”

6. **“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 additional Shares and to make or grant offers, agreements, options which might require the exercise of such powers be and are hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and awards which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or award or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of options or purchase of shares under the awards granted under any share scheme adopted by 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 in accordance with the Articles of Association, shall not exceed the aggregate of: (1) 20% of the total number of Shares in issue at the date of passing this Resolution, plus (2) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum number equivalent to 10% of the total number of Shares in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association or the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by ordinary resolution of the Company’s shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares on such record date (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 legal or practical restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

7. “**THAT** the Directors be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of Resolution 6 in respect of the share capital of the Company referred to in sub-paragraph (2) of paragraph (c) of such resolution.”

SPECIAL RESOLUTION

8. “**THAT** the Articles of Association of the Company be and are hereby amended as detailed in the explanatory statement of the proposed amendments to the Articles of Association, which is contained in the circular of the Company dated 24 April 2023 and that the new Articles of Association produced to the Annual General Meeting and initialled by the chairman of the Annual General Meeting for the purposes of identification be and is hereby approved and adopted, 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 new Articles of Association.”

By Order of the Board of
China Unicom (Hong Kong) Limited
Chan Ngar Wai
Company Secretary

Hong Kong, 24 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy needs not be a member of the Company.
2. Details of the resolutions stated above are set out in the 2022 annual report and the circular dated 24 April 2023 of the Company.
3. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 48 hours before the time for holding the Annual General Meeting. Completion and return of a proxy form will not preclude a member from attending and voting in person if he/she is subsequently able to be present.
4. The Directors have recommended a final dividend for the year ended 31 December 2022 of RMB0.109 per share (the "2022 Final Dividend") and subject to the passing of the Resolution 2 above, the 2022 Final Dividend is expected to be paid in Hong Kong dollars on or about 15 June 2023 to those shareholders whose names appear on the Company's register of shareholders on 25 May 2023.
5. For the purpose of ascertaining the shareholders' rights to attend and vote at the Annual General Meeting (and any adjournment thereof), and entitlement to the 2022 Final Dividend, the register of members of the Company will be closed for registration of transfer of shares. Details of such closures are set out below:

- (1) For ascertaining the shareholders' rights to attend and vote at the Annual General Meeting:

Latest time to lodge transfer documents for registration	4:30 p.m. of 11 May 2023
Closure of register of members	From 12 May 2023 to 19 May 2023
Record date	12 May 2023

- (2) For ascertaining the shareholders' entitlement to the 2022 Final Dividend:

Latest time to lodge transfer documents for registration	4:30 p.m. of 24 May 2023
Closure of register of members	25 May 2023
Record date	25 May 2023

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the Annual General Meeting, and to qualify for the 2022 Final Dividend, all transfers, accompanied by the relevant certificates, must be lodged with the Company's Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than the aforementioned latest times.

6. In relation to the Ordinary Resolution set out in item 3 of the Notice, Mr. Chen Zhongyue, Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.
7. All resolutions proposed at the Annual General Meeting will be voted by poll. The poll results will be published on the Company's and The Stock Exchange of Hong Kong Limited's websites after the Annual General Meeting.
8. Shareholders are suggested to call our Share Registrar's hotline at (852) 2862 8648 for arrangements of the Annual General Meeting in the event, such as a No. 8 (or above) typhoon or black rainstorm warning signal is hoisted or "extreme conditions after super typhoon" announced by the Government is in force in Hong Kong on the day of the Annual General Meeting. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.

NOTICE OF ANNUAL GENERAL MEETING

9. Subject to the public health requirements or guidelines of the Government of Hong Kong and/or regulatory authorities, the Company may announce further updates on the latest arrangements of the above Annual General Meeting on the Company's website (www.chinaunicom.com.hk) as and when appropriate.
10. The Annual General Meeting's attendance is subject to the capacity limit of the venue.
11. If Shareholders have any questions relating to the arrangement of Annual General Meeting, please contact the Company's Share Registrar.

Hong Kong Registrars Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel: 852 2862 8555
Fax: 852 2865 0990
Website: www.computershare.com/hk/contact

As at the date of this announcement, the board of directors of the Company comprises:

Executive directors : Liu Liehong, Chen Zhongyue, Wang Junzhi and
Li Yuzhuo

Independent non-executive directors : Cheung Wing Lam Linus, Wong Wai Ming,
Chung Shui Ming Timpson and Law Fan Chiu Fun Fanny