



**WEALTHINK AI-INNOVATION CAPITAL LIMITED**

**華科智能投資有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1140) (The “Company”)

**Procedures for Shareholders to Convene General Meetings  
and Put Forward Proposals (Including Election and Removal of Directors)  
at a General Meeting**

Subject to applicable laws and regulations, including the Companies Act (As Revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor (“Companies Act”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and the Articles of Association of the Company as amended from time to time (“Articles”), shareholders of the Company (“Shareholders” and each a “Shareholder”) may convene general meetings and put forward proposals (including election and removal of directors) at a general meeting in accordance with the following provisions:

**Convening of  
extraordinary  
general meeting**

Article 79

79. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more member(s) of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than 10 per cent. of the voting rights at general meetings of the Company, on a one vote per share basis, in the share capital of the Company. General meetings may also be convened on the written requisition of any member(s) of the Company which is a clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda and signed by the requisitionist(s), provided that such

requisitionist(s) held as at the date of deposit of the requisition not less than 10 per cent. of the voting rights at general meetings of the Company, on a one vote per share basis, in the share capital of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

### **Notice of meetings**

#### Article 80(a)

80.(a) An annual general meeting shall be called by notice in writing of at least 21 clear days (or such longer period as may be required by the Listing Rules), and a general meeting other than an annual general meeting shall be called by notice in writing of at least 14 clear days (or such longer period as may be required by the Listing Rules), which notice shall be given in the manner prescribed by these Articles to all members, to the Directors and to the Auditors. Notice of a general meeting shall be given to such persons as are, under these Articles, entitled to receive such notices from the Company. 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 time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 82) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution.

**Special Business**

## Article 82

82. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:

- (a) the declaration and sanctioning of dividends;
- (b) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;
- (c) the election of Directors;
- (d) the appointment of Auditors;
- (e) the fixing of, or the determining of the method of fixing of, the remuneration of the Directors and of the Auditors;
- (f) the granting of any mandate or authority to the Directors to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20 per cent. (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and
- (g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.

**Power of general meeting to increase or reduce the number of Directors**

## Article 129

129. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

**Notice to be given when person proposed for election**

## Article 130

130. No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless, during a period of at least seven days commencing no earlier than the day immediately after the dispatch of the notice of the

general meeting and ending no later than seven days before the date of such general meeting, there has been given to the Secretary notice in writing (*Note 1*) by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

*Note 1*

*The written notice to the Secretary must also be signed by the member concerned and state the full name and age and such other information as required by Rule 13.51(2) of Listing Rules of the person proposed for election as Director.*

**Power to remove Director  
by ordinary resolution**

Article 132(a)

132.(a) The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

(May 2024)