

NOTICE OF 2022 ANNUAL GENERAL MEETING

JADE ROAD INVESTMENTS LIMITED

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004)
(the "Company")

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting (the "**AGM**") of the members of the Company will be held at 11.00 am BST/6.00 pm HKT on 26 May 2023 at 35/F Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS ENDED 31 DECEMBER 2021

THAT the audited financial statements of the Company and the reports of the directors of the Company ("**Directors**") and the independent auditor for the year ended 31 December 2021 be approved and adopted by the Company.

2. RE-ELECTION OF JOHN CROFT

THAT John Croft be re-elected as a director of the Company.

3. RE-ELECTION OF GEORGE LAM

THAT George Lam be re-elected as a director of the Company.

4. RE-APPOINTMENT OF AUDITORS

THAT:

- (a) PKF Littlejohn LLP be re-appointed as the auditors of the Company, such re-appointment to be in respect of the financial year ended 31 December 2021; and
- (b) the board of Directors be authorised to fix the auditors' remuneration.

SPECIAL BUSINESS

5. AUTHORITY TO ALLOT SHARES

THAT:

- (a) subject to paragraphs (b) and (c) of this Resolution and in accordance with the amended and restated articles of association of the Company (the "**Articles**"), the exercise by the board of Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with the unissued shares of the Company (the "**Shares**") and to allot, issue or grant securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall not extend beyond the Relevant Period but shall authorise the Directors during the Relevant Period to make or grant offers,

agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period; and

- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors for cash consideration pursuant to the approval in paragraph (a) of this Resolution, and otherwise than pursuant to the exercise of the subscription or conversion rights attaching to any warrants or any securities convertible into Shares or the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to persons such as officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, shall not exceed 33.33% (one-third) of the unissued Shares of the Company and the said approval shall be limited accordingly.

6. AUTHORITY TO BUY BACK SHARES

THAT:

- (a) subject to paragraph (b) of Resolution 5, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase on AIM, a market operated by the London Stock Exchange plc on which the securities of the Company are traded and recognised by AIM for this purpose, Shares (including any form of depositary interests representing the right to receive such Shares issued by the Company) and the exercise by the Directors of all powers of the Company to repurchase such securities, subject to and in accordance with all applicable laws and the requirements of both the AIM Rules for Companies and the AIM Rules for Nominated Advisers, be and are hereby generally and unconditionally approved; and
- (b) the number of Shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 117,925,673 Shares of the Company, and the said approval shall be limited accordingly.

For the purposes of Resolutions 5 and 6:

"**Relevant Period**" means the period from the passing of the resolution until the conclusion of the first annual general meeting of the Company following the passing of the resolution, unless otherwise renewed by ordinary resolution passed at that meeting.

7. AUTHORITY OF DIRECTORS TO EXECUTE RELEVANT DOCUMENTS

THAT any director or officer of the Company be and is hereby authorised for and on behalf of the Company to execute and deliver all such other documents, instruments and agreements, whether under the seal of the Company or otherwise, and to do all such acts or things as may be necessary or desirable to give effect to the foregoing.

Date: 2 May 2023

Notes to the Notice of General Meeting

1. In order to be entitled to attend and vote at the Meeting, a registered member must be on the Company's share register by close of business on 23 May 2023 or 48 hours for any adjourned meeting.
2. Subject to notes 3 and 5 below, only members are entitled to attend and vote at the Meeting.
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (for holder of two or more shares) to attend and vote instead of that member. A proxy need not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's share registrar, Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 11.00 am BST on 24 May 2023 or 48 hours before any adjourned meeting, excluding weekends.
4. At the Meeting, the chairman of the Meeting will exercise his power under Article 15.1(a) of the Articles to put the above resolution to the vote by way of a poll.
5. Depository Interest Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depository must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 11.00 am BST on 23 May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Alternatively, holders of Depository Interests can complete a Form of Instruction to appoint Computershare Company Nominees Limited, the Depository's custodian, to vote on the holder's behalf at the General Meeting or, if the General Meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Instruction (and any power of attorney or other authority under which it is signed) must be delivered to the offices of the Depository, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK by no later than 11.00 am on 23 May 2023 or 72 hours before any adjourned meeting, excluding weekends.

Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest register at close of business on 22 May 2023. Changes to entries on the register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.