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## **CHINA STARCH HOLDINGS LIMITED**

**中國澱粉控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3838)**

### **PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by China Starch Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed companies to provide a set of 14 shareholder protection standards. Therefore, the board of directors (the “**Board**”) of the Company is pleased to take this opportunity to update and amend the existing memorandum and articles of association of the Company in order to (i) bring them in line with the amendments made to the Listing Rules and the applicable laws and procedure of the Cayman Islands; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other consequential and housekeeping improvements (the “**Proposed Amendments**”) by way of adoption of the new memorandum and articles of association of the Company (the “**New Memorandum and Articles**”).

A summary of the Proposed Amendments is set out below:

1. to allow all general meetings (including, inter alia, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or a virtual meeting;
2. to include the definitions of “Communication Facilities”, “electronic”, “electronic means”, “Electronic Signature”, “Electronic Transaction Act”, “Hybrid Meeting”, “physical meeting” and “Virtual Meeting” to align the relevant provisions in the new Memorandum and Articles with the applicable laws of the Cayman Islands and the Listing Rules, and making corresponding changes to the relevant articles;
3. to provide shareholders of the Company (the “**Shareholders**”) the right to speak at a general meeting;
4. to allow minority Shareholders, holding not less than one tenth of the voting rights, to convene a general meeting;
5. to require the Company to appoint, remove and approve one or more firms of auditors by an ordinary resolution at a general meeting;
6. to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or virtual meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;
7. to allow any Shareholder or director of the Company (the “**Director**”) attending and participating a general meeting by means of Communication Facilities be deemed to be present at that meeting;
8. to allow the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is inappropriate, impracticable, unreasonable or undesirable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, for example, in case of bad weather conditions or other similar events, and making corresponding changes to the relevant articles;

9. to allow for votes to be cast by the Shareholders electronically as the Directors or the chairman of the general meeting may determine;
10. to allow instruments of proxy to be returned to the Company by electronic means; and
11. to make other housekeeping amendments, including making consequential amendments in line with the above amendments to the existing memorandum and articles of association of the Company.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the 2022 annual general meeting of the Company (“**2022 AGM**”). If approved and adopted by the Shareholders at the 2022 AGM, the New Memorandum and Articles will take effect from the close of the 2022 AGM.

A circular containing, among other matters, details relating to the Proposed Amendments and the proposed adoption of the New Memorandum and Articles together with a notice of the 2022 AGM will be despatched to the Shareholders in due course.

By order of the Board  
**CHINA STARCH HOLDINGS LIMITED**  
**Tian Qixiang**  
*Chairman*

Shouguang, The People’s Republic of China, 14 April 2022

As at the date of this announcement, the directors of the Company are:

***Executive Directors:***

Mr. Tian Qixiang (*Chairman*)  
Mr. Gao Shijun (*Chief Executive Officer*)  
Mr. Yu Yingquan  
Mr. Liu Xianggang

***Independent non-executive Directors:***

Professor Hua Qiang  
Mr. Sun Mingdao  
Mr. Yue Kwai Wa, Ken