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# CIMC ENRIC

## CIMC Enric Holdings Limited

### 中集安瑞科控股有限公司

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

(Stock code: 3899)

## PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that, in order to (i) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands, the Listing Rules and the Companies Ordinance; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other consequential and housekeeping amendments, and in view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by special resolution at the AGM to amend the existing Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the New Memorandum and Articles of Association when compared with the existing Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

The board (the “**Board**”) of directors (the “**Director(s)**”) of CIMC Enric Holdings Limited (the “**Company**”) is pleased to announce that, in order to (i) bring the Memorandum and Articles of Association of the Company (the “**Memorandum and Articles of Association**”) in line with the relevant requirements of the applicable laws of the Cayman Islands, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”); (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other consequential and housekeeping amendments, and in view of the number of proposed changes, the Board proposes to seek approval of the shareholders of the Company (the “**Shareholders**”) by special resolution at the AGM to amend the existing Memorandum and Articles of Association by way of adoption of the new Memorandum of Association (the “**New Memorandum**”) and the new Articles of Association

(the “**New Articles**” and together with the New Memorandum, the “**New Memorandum and Articles of Association**”). A summary of the major changes brought about by the adoption of the New Memorandum and Articles of Association are set out below:

- (i) to reflect the current requirements and provisions of the Listing Rules, including but not limited to the following:
  - (a) to delete the definition of “associate” and insert the definition of “close associate”, and make corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested);
  - (b) to insert the definition of “substantial shareholder”, and to provide that for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a material conflict of interest, a written Board resolution shall not be passed in lieu of a Board meeting;
  - (c) to provide that a resolution put to the vote of a general meeting shall be decided by way of a poll, save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and to make amendments as to who may demand a poll where a show of hands is allowed;
  - (d) to delete the exception of any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only as a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived) to the prohibition of a Director’s right to vote on any Board resolution;
  - (e) to provide that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election;
  - (f) to provide that the Company must hold its annual general meeting within six months after the end of its financial year unless otherwise permitted by the Listing Rules;
  - (g) to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings must be called by notice of not less than fourteen (14) clear days, unless otherwise permitted by the Listing Rules;

- (h) to expressly provide the Shareholders the right to speak at general meetings;
- (i) to allow the Shareholders to remove the auditor of the Company at any time before the expiration of his term of office by ordinary resolution at a general meeting;
- (ii) to insert the definition of “electronic signature”, and provide that as regards any certificates for shares or debentures or other securities of the Company, subject to applicable laws and the Listing Rules, the Board may by resolution determine that counter-signatures to the affixation of the Company’s common seal or any of them may also be affixed by electronic signatures;
- (iii) to provide that Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands do not apply to the New Articles to the extent they impose obligations or requirements in addition to those set out therein;
- (iv) to provide that the respective period of (i) the closure of the register(s) of members for inspection and (ii) the suspension for the registration of transfers of shares may be extended with the approval of the Shareholders provided that such period shall not be extended beyond sixty (60) days in any year;
- (v) to remove the restriction on the record date to determine the Shareholders’ entitlement to any dividend, distribution, allotment or issue;
- (vi) to insert the definitions of “Act”, “announcement”, “electronic communication”, “electronic means”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place” to align the relevant provisions in the New Articles with the applicable laws of the Cayman Islands and the Listing Rules, and to make corresponding changes to the relevant articles;
- (vii) 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 an electronic meeting, and to make necessary changes to the relevant articles, including but not limited to the following:
  - (a) to include additional details to be specified in a notice of general meeting in light of the allowing of general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
  - (b) to provide that the chairman of the general meeting may, with the consent of the general meeting at which a quorum is present or at his absolute discretion under certain prescribed circumstances, adjourn the meeting from time to time (or indefinitely), from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);

- (c) to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;
  - (d) 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 to make corresponding changes to the relevant articles; and
  - (e) to allow for votes to be cast by the Shareholders electronically as the Directors or the chairman of the general meeting may determine;
- (viii) to allow instruments of proxy to be returned to the Company by electronic means;
- (ix) to provide for more physical and electronic channels for the giving or issue of any notice or document by or on behalf of the Company (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules);
- (x) to provide that a notice, document or publication is deemed to have been served on the day on which it first appears on the Company’s website to which the recipient may have access or the day on which the notice of availability is deemed to have been delivered to such person, whichever is later, and if such notice, document or publication is issued as an advertisement in a newspaper, it shall be deemed to have been served on the day on which the advertisement first so appears;
- (xi) to allow the Board to elect one or more chairmen of the Company;
- (xii) to provide the mechanism for determining the chairman of each general meeting and the chairman of each meeting of the Board where the Company has more than one chairman;
- (xiii) to provide that Directors may participate in any Board meeting by means of a conference telephone, electronic facilities or other communications equipment;
- (xiv) to provide for the notice of a Board meeting to be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Board may from time to time determine;
- (xv) to align and update references to the Companies Ordinance, including to revise the relevant provisions relating to restrictions on loans by the Company to Directors and their close associates in line with the provisions of the Companies Ordinance;

- (xvi) to empower the Board to capitalise certain reserves of the Company to pay up the shares of the Company to be allotted pursuant to any share incentive scheme or employee benefit scheme;
- (xvii) to remove the provision which provides that in the event of winding-up of the Company in Hong Kong, every Shareholder who is not for the time being in Hong Kong shall be bound to serve notice in writing on the Company appointing some person resident in Hong Kong upon whom summonses and other notices, process or orders under the winding-up may be served;
- (xviii) to clarify that a former Director can also be indemnified for his actions in relation to the affairs of the Company during the time he was a Director; and
- (xix) to make other house-keeping amendments, including consequential amendments in line with the above amendments to the Memorandum and Articles of Association.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on a date to be determined and notified by the Board (the “AGM”).

A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the New Memorandum and Articles of Association when compared with the existing Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**CIMC Enric Holdings Limited**  
**GAO Xiang**  
*Chairman*

Hong Kong, 8 April 2022

*As at the date of this announcement, the Board consists of Mr. Gao Xiang (Chairman) as non-executive Director, Mr. Yang Xiaohu (General Manager) as executive Director; Mr. Yu Yuqun, Mr. Wang Yu and Mr. Zeng Han as non-executive Directors; and Ms. Yien Yu Yu, Catherine, Mr. Tsui Kei Pang, Mr. Zhang Xueqian and Mr. Wang Caiyong as independent non-executive Directors.*