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## **HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED**

**華聯國際（控股）有限公司 \***

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

**(Stock Code: 969)**

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

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange of Hong Kong Limited in November 2021, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers which are set out in Appendix 3 to the Listing Rules (the “**Core Shareholder Protection Standards**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Hua Lien International (Holding) Company Limited (the “**Company**”) proposes to amend the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”), for the purpose of, among other things, (i) conforming with the Core Shareholder Protection Standards; (ii) bringing the Existing Memorandum and Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) incorporating certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

To give effect to the Proposed Amendments, the Board proposes to adopt a new set of amended and restated memorandum and articles of association (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

An overview of the major changes brought about by the proposed adoption of the New Memorandum and Articles of Association is set out below:

1. setting out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the financial year;
2. providing that any shareholder(s) of the Company (the “**Shareholder**” or the “**Shareholders**”) holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings, at a one vote per share basis, may make a requisition to convene an extraordinary general meeting and to specify resolutions to be passed at the meeting;
3. providing that all the Shareholders have the right to speak and vote at general meetings except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
4. providing that any representative authorised by a clearing house to attend any meeting of the Company shall have the right to speak and the right to vote at the meeting;
5. providing that the Shareholders may remove the Auditors of the Company by an ordinary resolution; and
6. other housekeeping amendments to the Existing Memorandum and Articles of Association are also proposed, including bringing the Existing Memorandum and Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules and making consequential amendments in connection with the above amendments to the Existing Memorandum and Articles of Association and for clarity and consistency with the other provisions of the Existing Memorandum and Articles of Association where it is considered desirable and to better align the wordings with those of the Listing Rules and the applicable laws of the Cayman Islands, as appropriate.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of special resolution at the annual general meeting of the Company to be held on Thursday, 29 June 2023 (the “**2023 AGM**”). A circular containing, among other things, particulars relating to the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association together with a notice convening the 2023 AGM will be despatched to the Shareholders in accordance with the Listing Rules in due course.

By order of the Board  
**Hua Lien International (Holding) Company Limited**  
**Zhang Zhaogang**  
*Chairman*

Hong Kong, 1 June 2023

*As at the date of this announcement, the Board comprises eight Directors, of which three are executive Directors, namely Mr. Han Hong, Mr. Wang Zhaohui and Mr. Zhang Qi, two are non-executive Directors, namely Mr. Zhang Zhaogang and Ms. Chen Si, and three are independent non-executive Directors, namely Mr. Cheng Tai Kwan Sunny, Mr. Shi Zhu and Dr. Lu Heng Henry.*

*\* For identification purpose only*