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**恒安國際集團有限公司\***  
**HENGAN INTERNATIONAL GROUP CO.,LTD**

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

**(Stock code: 1044)**

*Websites: <http://www.hengan.com>*

*<http://www.irasia.com/listcolhklhengan>*

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

The Board proposes to seek approval of the shareholders of the Company by way of a special resolution to amend the Memorandum and Articles of Association and adopt the new Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association in line with the latest amendments to the relevant requirements of the Listing Rules and Companies Act, and to provide flexibility to the Company in relation to the conduct of general meetings.

The proposed amendments to the Memorandum and Articles of Association and adoption of new Memorandum and Articles of Association are subject to the approval of the shareholders of the Company at the AGM. A circular containing, among other things, particulars relating to the major changes brought about by the amendments to the Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the shareholders of the Company in due course.

The board (the “**Board**”) of directors (the “**Directors**”) of Hengan International Group Company Limited (the “**Company**”) proposes to amend the Memorandum of Association and Articles of Association of the Company (the “**Memorandum and Articles of Association**”) and adopt the new Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association in line with the latest amendments to the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Companies Act, Cap. 22 of the Cayman Islands (the “**Companies Act**”), and to provide flexibility to the Company in relation to the conduct of general meetings. A summary of the major changes (subject

\* *For identification purposes only*

to the further details of the proposed changes to the Memorandum and Articles of Association which will be included the Company's AGM Circular (as defined below)) are set out below:

- a) 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 by means of video, videoconferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all persons participating in a meeting are capable of hearing and being heard by each other (the "**Communication Facilities**") (such general meeting held being a "**Virtual Meeting**");
- b) to include or revise various definitions to align the provisions in the new Memorandum and Articles of Association with the applicable laws of the Cayman Islands and the Listing Rules, and making corresponding changes to the relevant articles;
- c) to tighten the restriction of issuing shares to bearer;
- d) to clarify that the Company shall hold a general meeting as its annual general meeting in each financial year within such time that is in compliance with all applicable laws and regulations and the Listing Rules;
- e) to allow members holding a minority stake in the total number of issued shares to be able to convene an extraordinary general meeting and add resolutions to a meeting agenda;
- f) to allow the Board to make Communication Facilities available for any general meetings of the Company and determine that any general meeting may be held as a Virtual Meeting;
- g) to remove the requirement of allowing 21 days' notice when calling any extraordinary general meeting for the passing of a special resolution;
- h) to require including additional details to be specified in a notice of any general meeting at which Communication Facilities will be utilized (including any Virtual Meeting);
- i) to allow member present (whether physically present at the meeting or by means of Communication Facilities) ("**Present**") be counted in the quorum for, and entitled to vote at the meeting;
- j) to provide that any failure of the Communication Facilities to enable the members and other participants of a general meeting to participate in the business shall not affect the validity of the general meeting;
- k) to allow the chairman of any general meeting to attend and participate at such general meeting by means of Communication Facilities;

- l) to allow the chairman of any general meeting to interrupt or adjourn the meeting and/or change the form of the meeting in certain circumstances that is provided for in the new articles of association of the Company;
- m) to ensure that (a) every member Present shall have the right to speak, (b) on a show of hands, every member Present shall have one vote, and (c) on a poll every member proxy Present shall have one vote for each share registered in his name in the register;
- n) to allow recognized clearing house which is a member of the Company to appoint such person or persons as its proxy or proxies, or representative or representatives at any general meeting, or at any general meeting of any class of members, or at any creditors' meetings of the Company;
- o) to clarify that any person appointed by the Directors to fill a casual vacancy on or as an addition Director shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
- p) to allow the remuneration of the auditors be fixed by the Company at the general meeting year by ordinary resolution or in such manner as the members of the Company may determine by ordinary resolution;
- q) to allow voluntary winding up of the Company by special resolution; and
- r) other amendments for house-keeping purposes.

The proposed amendments to the Memorandum and Articles of Association and adoption of new Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 20 May 2022 (the “AGM”).

A circular containing, among other things, particulars relating to the major changes brought about by the amendments to the Memorandum and Articles of Association (the “AGM Circular”) together with a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Hengan International Group Company Limited**  
**Sze Man Bok**  
*Chairman*

Hong Kong, 8 April 2022

*As at the date of this announcement, the Board comprises Mr. Sze Man Bok, Mr. Hui Lin Chit, Mr. Hung Ching Shan, Mr. Hui Ching Lau, Mr. Xu Shui Shen, Mr. Xu Da Zuo, Mr. Xu Chun Man, Mr. Sze Wong Kim, Mr. Hui Ching Chi and Mr. Li Wai Leung as executive directors, and Mr. Chan Henry, Mr. Theil Paul Marin, Ms. Ada Ying Kay Wong, Mr. Ho Kwai Ching Mark and Mr. Zhou Fang Sheng as independent non-executive directors.*