

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **Prinx Chengshan Holdings Limited**

**浦林成山控股有限公司**

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

**(Stock Code: 1809)**

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

This announcement is made by Prinx Chengshan 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 “**Stock Exchange**”) (the “**Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”).

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 and the Listing Rules; and (ii) make other consequential and housekeeping amendments, and in view of the number of proposed changes, the board of directors of the Company (the “**Board**”) proposes to seek approval of the shareholders of the Company by a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) to amend the existing Memorandum and Articles of Association by way of adoption of 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:

- 1 to change each reference in the existing Memorandum and Articles of Association to the Companies Law to a reference to the Companies Act;
- 2 to provide that, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a sufficient quorum for general meeting;

- 3 to remove the provision that all or any of the rights attached to any class of shares of the Company (the “**Shares**”) may be varied or abrogated with the consent in writing of the holders of not less than  $\frac{3}{4}$  in nominal value of the issued Shares of that class and to provide that all or any of the rights attached to any class of Shares may be varied or abrogated with the consent in writing of not less than  $\frac{3}{4}$  of the voting rights of the holders of that class;
- 4 to provide that other than the year of the Company’s adoption of these articles of association of the Company, in each financial year during the relevant period the Company shall in each year hold a general meeting as its annual general meeting;
- 5 to remove provision that no more than 15 months (or such longer period as may be authorized by the Stock Exchange) shall elapse between date of one annual general meeting of the Company and that of the next and provide that each annual general meeting must be held within 6 months after the end of each financial year;
- 6 to provide that one or more members holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis in the share capital of the Company are able to convene an extraordinary general meeting and add resolutions to a meeting agenda in a general meeting;
- 7 to provide that the Company’s members have right to speak and vote at general meeting except that a member is required to abstain from voting to approve the matter under consideration;
- 8 to provide that any person appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and should then be eligible for re-election;
- 9 to clarify that the Company’s members shall have the power by ordinary resolution to remove any director (including a managing director or other executive director) before the expiration of his term of office;
- 10 to provide that the financial year of the Company shall end on 31 December of each year or such date as the directors of the Company may determine;
- 11 to provide that the appointment, removal and remuneration of auditors must be approved by a majority of the Company’s members or by body that is independent of the Board except that the Company and such independent body may delegate the fixing of such remuneration to the Board;

- 12 to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wording in the applicable laws of Cayman Islands and the Listing Rules; and
- 13 to make other housekeeping amendments including consequential amendments in line with the change of the Company's dual foreign names in Chinese and English following the passing of the special resolution at the Company's annual general meeting held on May 17, 2021.

The proposed amendments to the Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the AGM. A circular containing, among others, details of the proposed amendments to the Memorandum and Articles of Association and a notice convening the AGM will be despatched to the Company's shareholders as soon as practicable.

By Order of the Board  
**Prinx Chengshan Holdings Limited**  
**Che Hongzhi**  
*Chairman and Non-executive Director*

Shandong, the PRC, May 10, 2022

*As at the date of this announcement, the Board comprises Mr. Che Baozhen, Mr. Shi Futao and Ms. Cao Xueyu as executive directors of the Company; Mr. Che Hongzhi, Mr. Wang Lei and Mr. Shao Quanfeng as non-executive directors of the Company; Mr. Zhang Xuehuo, Mr. Choi Tze Kit Sammy and Mr. Wang Chuansheng as independent non-executive directors of the Company.*