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## **China Wood Optimization (Holding) Limited**

**中國優材（控股）有限公司**

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

**(Stock Code: 8099)**

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

This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules.

The Board proposes to make certain amendments to the Articles and to adopt a new set of Memorandum and Articles in substitution for the existing Memorandum and Articles for the purpose of, among others, conforming to the latest GEM Listing Rules.

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The new set of Memorandum and Articles will contain the following proposed amendments to the Articles:

- (a) deleting number “32” in the existing definition of “**Companies Ordinance**” under **Article 1** of the Articles and replacing it with number “622”;
- (b) deleting number “2” in the existing definition of “**Holding Company**” under **Article 1** of the Articles and replacing it with number “13”;
- (c) deleting the existing definition of “**Listing Rules**” under **Article 1** of the Articles:

““Listing Rules” shall mean the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time);”

to its entirety and replacing with the following new definition:

““Listing Rules” shall mean the rules of the stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company (as modified from time to time);”

- (d) deleting number “2” in the existing definition of “**Subsidiary**” under **Article 1** of the Articles and replacing it with number “15”; and
- (e) deleting the words “Section 157H of” in Article 104(b) of the Articles.

Save for the above proposed amendments to the Memorandum and Articles, other provisions in the Memorandum and Articles remain unchanged.

The proposed adoption of a new set of Memorandum and Articles is subject to the approval of Shareholders by way of a special resolution at the forthcoming AGM. A circular containing, among others, details of the proposed amendments to the Articles, adoption of the new set of Memorandum and Articles and a notice convening the AGM will be despatched to the Shareholders in due course.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the forthcoming annual general meeting of the Company
“Articles”	the amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	China Wood Optimization (Holding) Limited (中國優材(控股)有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Memorandum”	the amended and restated memorandum of association of the Company (as amended from time to time)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

“Shareholder(s)” holder(s) of the Share(s)

“Stock Exchange” The Stock Exchange of Hong Kong Limited

By order of the Board  
**China Wood Optimization (Holding) Limited**  
**Yim Tsun**  
*Chairlady*

Hong Kong, 24 March 2016

*As at the date of this announcement, the executive Directors are Ms. Yim Tsun and Mr. Li Li; and the independent non-executive Directors are Mr. Zhang Dali, Mr. Pu Junwen and Mr. Lau Ying Kit.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at [www.chinawood.com.hk](http://www.chinawood.com.hk).*