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CircuTech International Holdings Limited
訊智海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8051)

**PROPOSED ADOPTION OF
AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

This announcement is made by CircuTech International Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that the Board proposes to amend the existing articles of association of the Company (the “**Existing Articles**”) by way of adoption of the amended and restated articles of association (the “**Amended and Restated Articles**”) in substitution for, and to the exclusion of, the Existing Articles, in order to bring the articles of association of the Company in alignment with the GEM Listing Rules and to provide flexibility to the Company in relation to the conduct of general meetings.

The major areas of amendments that will be incorporated in the Amended and Restated Articles are summarized below:

- (i) to replace the term “associate” with “close associate”;
- (ii) to provide that, subject to compliance with the GEM Listing Rules and other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company;
- (iii) to provide that an annual general meeting shall be held in each financial year and within 6 months after the end of the Company’s financial year;

- (iv) to provide that an annual general meeting of the Company shall be called by notice of at least 21 clear days and all other general meetings shall be called by notice of at least 14 clear days, but the Company may convene a general meeting on shorter notice by all shareholders of the Company entitled to attend and vote at the meeting (in case of an annual general meeting) and by a majority in number of the shareholders of the Company having the right to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting (in case of other general meetings);
- (v) to allow a general meeting of the Company to be held as a physical meeting in any part of the world and at one or more locations, a hybrid meeting or an electronic meeting where shareholders of the Company may participate by electronic means (in case of a hybrid meeting or an electronic meeting);
- (vi) to specify that a resolution put to the vote at general meetings of the Company shall be decided by poll except the chairman in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
- (vii) to provide that all shareholders of the Company have the right to speak and vote at a general meeting except otherwise provided in the GEM Listing Rules;
- (viii) to provide that a Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the next following annual general meeting and shall then be eligible for re-election;
- (ix) to provide that the Company may by ordinary resolution remove a Director before the expiration of his/her term of office;
- (x) to provide that at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years;
- (xi) to provide that a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material;
- (xii) to update the provisions on the treatment of the Directors' interests and those of his/her close associates;

- (xiii) to provide that the Company may by ordinary resolution appoint or remove an auditor before the expiration of his term of office;
- (xiv) to provide that the Board may fill any casual vacancy in the office of an auditor who shall hold office until the next following annual general meeting;
- (xv) to provide that the Board may resolve to capitalize all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees of the Company (including Directors) and/or its affiliates upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders of the Company at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders of the Company at a general meeting; and
- (xvi) to make other miscellaneous amendments to update or clarify the provisions of the Existing Articles where it is considered desirable or to better align the wordings with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The proposed adoption of the Amended and Restated Articles is 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 Friday, 20 May 2022 (the “AGM”) and, if approved, will become effective upon such approval. A circular containing, among other matters, details of the proposed amendments to the Existing Articles which will be incorporated in the Amended and Restated Articles, together with the notice convening the AGM, will be despatched to the shareholders of the Company in due course.

By order of the Board

CircuTech International Holdings Limited

Mr. Hong Sung-Tai

Chairman

Hong Kong, 21 March 2022

As at the date of this announcement, the executive Directors are Mr. Hong Sung-Tai, Ms. Chen Ching-Hsuan, Mr. Han Chun-Wei and Mr. Tsai Biing-Hann; the non-executive Director is Mr. Kao Chao Yang; and the independent non-executive Directors are Mr. Yeung Wai Hung Peter, Mr. Li Robin Kit Ling and Mr. Miao Benny Hua-ben.

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 at the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the website of the Company at www.circutech.com.

In the event of any discrepancies between the English version and the Chinese version, the English version shall prevail.