

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 announcement.



Bortex Global Limited

濠亮環球有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8118)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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

To comply with the new GEM Listing Rules requirements regarding the adoption of “Core Standards” for shareholders’ information and protection, the board of the directors of the Company (the “**Board**”) proposes to amend the Company’s existing memorandum and articles of association (“**Memorandum and Articles of Association**”) as follows:

- (a) to provide that an annual general meeting of the Company is held in each financial year, rather than calendar year;
- (b) to provide that all members have the right to speak and vote at a general meeting, unless specifically required to abstain from voting by the GEM Listing Rules; and
- (c) to provide that an ordinary, rather than special, resolution of members is required to appoint and remove the Company’s auditors;

In addition, to align with the legislative amendments under Cayman Islands law, the Board proposes to amend the Memorandum and Articles of Association to update the reference to the relevant Cayman legislation.

* *For identification purposes only*

The proposed amendments to the Memorandum and Articles of Association are set out as follows. Unless otherwise defined herein, capitalised terms used in the clauses and the articles shall have the same meanings as those defined in the Memorandum and Articles of Association:

1. THROUGHOUT THE MEMORANDUM AND ARTICLES OF ASSOCIATION

All references to “Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised)”, “Companies Law”, “Companies Law (Revised)” and “Law” in the Memorandum and Articles of Association will be deleted and replaced with “Companies Act (As Revised)” or “Act” accordingly.

2. CLAUSE 2 OF THE MEMORANDUM OF ASSOCIATION

By deleting the existing Clause 2 in its entirety and replacing it with the following new Clause 2:

“The Registered Office of the Company shall be at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.”

3. ARTICLE 2 OF THE ARTICLES OF ASSOCIATION

By deleting the existing definition of “Law” in Article 2 in its entirety and replacing it with the following new definition:

““Act” The Companies Act (as revised) of the Cayman Islands”

4. ARTICLE 9 OF THE ARTICLES OF ASSOCIATION

The existing Article 9 is being deleted in its entirety.

5. ARTICLE 56 OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 56 in its entirety and replacing it with the following new Article 56:

“An annual general meeting of the Company shall be held in each financial year (and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board.”

6. ARTICLE 58 OF THE ARTICLES OF ASSOCIATION

By replacing the word “Members” with “Member(s)” immediately after the words “Any one or more”; and by inserting the words “or resolution” immediately after the words “for the transaction of any business” in Article 58.

7. ARTICLE 59(1) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 59(1) in its entirety and replacing it with the following new Article 59(1):

“An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.”

8. ARTICLE 61A OF THE ARTICLES OF ASSOCIATION

By inserting the following new Article 61A:

“All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

9. ARTICLE 81(2) OF THE ARTICLES OF ASSOCIATION

By replacing the last sentence “including, where a show of hands is allowed, the right to vote individually on a show of hands.” at the end of Article 81(2) with the following:

“, including the right to vote and the right to speak.”

10. ARTICLE 83(3) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 83(3) in its entirety and replacing it with the following new Article 83(3):

“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.”

11. ARTICLE 83(6) OF THE ARTICLES OF ASSOCIATION

By inserting the word “of” immediately after the words “ordinary resolution” in Article 83(6).

12. ARTICLE 152(1) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 152(1) in its entirety and replacing it with the following new Article 152(1):

“At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members may by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.”

13. ARTICLE 152(2) OF THE ARTICLES OF ASSOCIATION

By replacing the word “special” with “ordinary” in Article 152(2).

14. ARTICLE 154 OF THE ARTICLES OF ASSOCIATION

By inserting the words “by ordinary resolution” immediately after the words “in general meeting” in Article 154.

15. ARTICLE 155 OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 155 in its entirety and replacing it with the following new Article 155:

“The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor, or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.”

16. ARTICLE 162(1) OF THE ARTICLES OF ASSOCIATION

By deleting the existing Article 162(1) in its entirety and replacing it with the following new Article 162(1):

“Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.”

17. ARTICLE 167 OF THE ARTICLES OF ASSOCIATION

By inserting the following new Article 167:

“FINANCIAL YEAR

Unless otherwise determined by the Directors, the financial year end of the Company shall be 30 of April in each year.”

If the serial numbering of the chapters, clauses and articles of the Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses and articles made in these proposed amendments, the serial numbering of the chapters, clauses and articles of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Save for the above proposed amendments to the Memorandum and Articles of Association, the other clauses and articles of the Memorandum and Articles of Association remain unchanged.

The proposed amendments to the Memorandum and Articles of Association are prepared in the English language. The Chinese translation of the Memorandum and Articles of Association is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

The proposed amendments to the 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 to be held in due course (the “AGM”) and shall take effect on the date the relevant resolution is approved at the AGM.

A circular containing, among other things, further details of the proposed amendments together with a notice of the AGM will be despatched to the shareholders of the Company in due course.

By order of the Board
Bortex Global Limited
Shiu Kwok Leung
Chairman

Hong Kong, 27 July 2022

As at the date of this announcement, the executive Directors are Mr. Shiu Kwok Leung, Mr. Shao Xu Hua and Mr. Shao Chiliang; and the independent non-executive Directors are Mr. Lang Jilu, Ms. Cheng Ka Yan and Mr. Cheng Hok Ming Albert.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 Listed Company Information” page on the website of the Stock Exchange at “www.hkexnews.hk” for at least seven days from the date of its publication and on the Company’s website at “www.bortex.com.cn”.