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## **China Singyes New Materials Holdings Limited**

### **中國興業新材料控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8073)**

### **PROPOSED AMENDMENTS TO BYE-LAWS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Singyes New Materials Holdings Limited (the “**Company**”) announces that, in order to (i) bring the existing bye-laws of the Company (the “**Existing Bye-laws**”) in line with the relevant requirements of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (in particular the core standards set out in Appendix 3 thereto) and the laws of Bermuda; and (ii) make other consequential and housekeeping amendments to the Existing Bye-laws, the Board resolved to seek approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting scheduled to be convened and held by the end of June 2023 (the “**AGM**”) to amend the Existing Bye-laws by way of the adoption of an amended and restated bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

A summary of the areas under the Existing Bye-laws which will be subject to material change is set out below:

1. to provide that a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two thirds of votes cast by such Shareholders as, being entitled so to do, vote in person;
2. to provide that the Company must hold an annual general meeting 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;
3. to provide that Shareholders holding not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;

4. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, while all other general meetings (including a special general meeting) must be called by notice of not less than fourteen (14) clear days, but if permitted by the GEM Listing Rules, a general meeting may be called by shorter notice if it is so agreed in the manner as set out in the New Bye-laws;
5. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
6. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
7. to provide that the Shareholders may remove the auditors of the Company by extraordinary resolution at any time before the expiration of his term of office;
8. to provide that 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; and
9. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The proposed amendments to the Existing Bye-laws and adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the AGM.

A circular containing, among other things, (i) full particulars of the proposed amendments to the Existing Bye-laws brought about by the adoption of the New Bye-laws and (ii) a notice of AGM will be despatched to the Shareholders in due course.

By order of the Board  
**China Singyes New Materials Holdings Limited**  
**Zhang Chao**  
*Chairman*

Hong Kong, 17 May 2023

*As at the date of this announcement, the executive Directors of the Company are Mr. Zhang Chao (Chairman), Mr. Du Peng and Mr. Nie Yuanzhou; the non-executive Director of the Company is Mr. Zhou Qing; and the independent non-executive Directors of the Company are Ms. Pan Jianli, Mr. Pan Jianguo and Dr. Li Ling.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors of the Company, 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.*

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