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JIADING INTERNATIONAL GROUP HOLDINGS LIMITED

嘉鼎國際集團控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 8153)

PROPOSED ADOPTION OF NEW BYE-LAWS

The board of directors (“**Board**”) of Jiading International Group Holdings Limited (the “**Company**”) proposed to update the existing bye-laws in order to conform with certain amendments to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rule**”) which became effective on 1 January 2022, to reflect changes to the laws of Bermuda since the Company adopted its existing bye-laws, to incorporate provisions which would enable the Company to hold general meetings by way of physical meetings, electronic meetings or hybrid meetings as the Board may determine and to make corresponding update and house-keeping amendments.

In this connection, the Company proposed to amend the existing bye-laws by way of adoption of a set of new bye-laws in substitution of the existing one. The major proposed amendments to the existing bye-laws which will be incorporated in the new bye-laws are summarized below:

- (1) Subject to compliance with the GEM Listing Rules and any other competent regulatory authority, the Company may give financial assistance to any person to purchase shares of the Company;
- (2) At the adjourned meeting of the holders of a class of shares, the quorum requirement shall be the same as that for the original class meeting;
- (3) The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors;
- (4) Removal of the restrictions that, subject to the GEM Listing Rules, the record date for determining members’ entitlement to any dividend, distribution, allotment or issue to be not more than 30 days before or after the dividends, distribution, allotment or issue is declared, paid or made;

- (5) The Company shall hold an annual general meeting for each financial year within 6 months after the end of its financial year;
- (6) General meetings may be held by way of physical meetings, electronic meetings or hybrid meetings as the Board may determine;
- (7) For quorum purposes only, to allow two persons appointed by the clearing house as authorised representative or proxy to form a quorum in a general meeting of the Company;
- (8) The Board may change or postpone a general meeting to another date, time and place and change the form of such meeting in its absolute discretion, and the postponement of a general meeting may occur automatically where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force;
- (9) A resolution put to vote at a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
- (10) All members shall have the right to speak and vote at a general meeting except where a member is required by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
- (11) The Company will provide an electronic address for the receipt of any document or information relating to proxies for a general meeting;
- (12) The members may at any general meeting by ordinary resolution remove a director at any time before the expiration of his period of office;
- (13) Every director shall be subject to retirement at least once every three years;
- (14) A Director shall not vote (nor be counted in the quorum) on any resolution of the board approving any contract or arrangement or other proposal in which he or any of his close associates is materially interested except for certain specified matters. The exemption for voting by a director on a board resolution in which he/she has an interest of less than 5% is removed;
- (15) Notice of a meeting of the Board may be given in writing or verbally or via electronic mail or by telephone or in such other manner as the Board may from time to time determine;
- (16) 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;

- (17) The Board may resolve to capitalise any reserve or fund by applying such sum in paying up unissued shares to be allotted to (i) employees upon exercise of any options or awards granted under any share incentive scheme or employee benefit scheme 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;
- (18) The members may by extraordinary resolution (ie. a majority of not less than two-thirds of votes cast by members who are entitled to vote) remove the auditor at any time before the expiration of his term of office; and
- (19) The directors may fill any casual vacancy in the office of auditor and such auditor shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the members.

The proposed amendments to the existing bye-laws by way of adoption of the new bye-laws is subject to the approval of the shareholders of the Company by way of a special resolution at the forth coming annual general meeting. A circular containing, among other things, details relating to the proposed amendments to the existing bye-laws by way of adoption of the new bye-laws will be despatched to the shareholders of the Company as soon as possible.

By order of the Board
Jiading International Group Holdings Limited
Mou Zhongwei
Chairman

Hong Kong, 30 June 2023

As of the date of this announcement, the executive Directors are Mr. Mou Zhongwei, Ms. Liu Ching Man, Mr. Li Guangying and Ms. Cai Ying; the non-executive Directors are Ms. Wang Dongmei and Ms. Liu Ying; and the independent non-executive Directors are Mr. Luo Ji, Mr. Lui Chi Kin, Ms. Sun Naimeng and Mr. Shin Ho Chuen.

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 Exchange 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 website of the Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.jiadingint.com.