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# **KINGDOM**

## **KINGDOM HOLDINGS LIMITED**

### **金達控股有限公司**

*(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “Kingdom (Cayman) Limited”)*

**(Stock Code: 528)**

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Kingdom Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to:

- (a) amend the Memorandum of Association of the Company (the “**Memorandum**”) to make tidy-up and housekeeping amendments; and
- (b) amend the Articles of Association of the Company (the “**Articles**”) in order to (i) reflect and align with the new requirements under the amendments on the Listing Rules with effect from 1 January 2022; (ii) enable the Company to convene and hold electronic or hybrid general meetings of members and provide flexibility to the Company in relation to the conduct of general meetings; (iii) reflect other relevant requirements of the Listing Rules and company law of the Cayman Islands; and (iv) make other consequential, tidy-up and housekeeping amendments.

(the “**Proposed Amendments**”).

In light of the number of the Proposed Amendments, the Board proposed to adopt an amended and restated Memorandum (the “**New Memorandum**”) and an amended and restated Articles (the “**New Articles**”) in substitution for, and to the exclusion of, the existing Memorandum and Articles.

A summary of the major changes brought about by the adoption of the New Articles are set out below:

- (a) to update the definition of “Law” to “Act” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Act**”);
- (b) to include the definitions of “Act”, “announcement”, “business day”, “close associate”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting”, “Principal Meeting Place” and “substantial shareholder” to align the relevant provisions in the New Articles with the applicable laws of the Cayman Islands (the “**Cayman law**”) and the Listing Rules, and to make corresponding changes to the relevant article provisions;
- (c) to remove the definitions of “associate”, “dollars” and “Subsidiary and Holding Company” which are redundant;
- (d) to provide flexibility by excluding the application of Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands;
- (e) to reflect a change of the Cayman law and providing flexibility by allowing the Board to accept the surrender for no consideration of any fully paid shares of the Company (the “**Shares**”);
- (f) to remove the article relating to the purchase by the Company of a redeemable share not made through the market or by tender at a maximum amount that may be determined by the shareholders of the Company (the “**Shareholders**”) which is no longer required under the Listing Rules to be included in the Articles;
- (g) to allow the seal of the Company to be affixed or imprinted to a share certificate with the authority of the Directors;

- (h) to provide flexibility by removing the restrictive requirement that the record date for determining the Shareholders entitled to receive any dividend, distribution, allotment or issue to be not more than 30 days before or after any such dividend, distribution, allotment or issue is declared, paid or made;
- (i) to provide flexibility by allowing a transfer of Shares to be made in the manner permitted by the Stock Exchange even without an instrument of transfer;
- (j) to allow publication of a book close notice by electronic means or in such manner as may be accepted by the Stock Exchange;
- (k) to require the Company to hold its annual general meeting in each financial year in compliance with the Listing Rules;
- (l) to provide that notice of not less than 21 clear days shall be given for convening an annual general meeting and not less than 14 clear days for other general meetings (including extraordinary general meetings) in compliance with the Listing Rules;
- (m) to allow all general meetings (including, inter alia, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
- (n) to include additional details to be specified in a notice of general meeting in light of the allowing of general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
- (o) to provide that the chairman of the general meeting may, with the consent of the general meeting at which a quorum is present or at his absolute discretion under certain prescribed circumstances, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
- (p) to provide for the proceedings of general meetings to be held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;

- (q) to allow the Directors to make changes to or postpone a general meeting when they in their absolute discretion consider it is inappropriate, impracticable, unreasonable or undesirable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, for example, in case of bad weather conditions or other similar events;
- (r) to allow for votes to be cast by the Shareholders electronically as the Directors or the chairman of the general meeting may determine;
- (s) to expressly allow the Shareholders the right to speak and to vote at a general meeting except where a Shareholder is required under the Listing Rules to abstain from voting;
- (t) to allow instruments of proxy to be returned to the Company by electronic means;
- (u) to empower the Board to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required has not been received;
- (v) to change the circumstances in which an interested Director may vote and be counted in the quorum at a Board meeting following the requirement of the Listing Rules;
- (w) to allow notice of a Board meeting to be given verbally or by electronic means;
- (x) to allow the Company to have more than one chairman;
- (y) to provide that a notification of consent to a resolution given by a Director in writing by any means (including by means of electronic communication) shall be deemed to be the signature of such Director to a written resolution of Directors;
- (z) to empower the Board to resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund to pay up in full unissued shares to be issued for the benefit of employees under any share incentive scheme approved by the Shareholders;
- (aa) to change the requirement to remove an auditor from “special resolution” to “ordinary resolution” in compliance with the Listing Rules;
- (bb) to allow the Board to appoint an auditor to fill a casual vacancy for practical reason;

- (cc) to provide for more electronic channels for the giving or issue of any notice or document by or on behalf of the Company (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules);
- (dd) to clarify that a notice, document or publication is deemed to have been served on the day on which it first appears on the Company’s website to which the recipient may have access or the day on which the notice of availability is deemed to have been delivered to such person, whichever is later, and if such notice, document or publication is issued as an advertisement in a newspaper, it shall be deemed to have been served on the day on which the advertisement first so appears;
- (ee) to expressly provide that the power of the Board to present a petition to wind up the Company shall be subject to a special resolution passed by the Shareholders for clarity;
- (ff) to remove the provision which provides that in the event of winding-up of the Company in Hong Kong, every Shareholder who is not for the time being in Hong Kong shall be bound to serve notice in writing on the Company appointing some person resident in Hong Kong upon whom summonses and other notices, process or orders under the winding up may be served which is not a requirement of the Listing Rules;
- (gg) to clarify that a former Director, secretary and other officers and auditor of the Company can also be indemnified for his actions in relation to the affairs of the Company during the time he was a Director, secretary and other officers or auditor of the Company (as the case may be); and
- (hh) to add the financial year end date of the Company in the New Articles in compliance with Cayman law.

The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments and the adoption of the New Memorandum and the New Articles are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company (the “AGM”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM, the prevailing Memorandum and Articles shall remain valid.

After the Proposed Amendments come into effect, the full text of the New Memorandum and the New Articles will be published on the websites of the Stock Exchange and the Company.

A circular containing, among other things, details of the Proposed Amendments together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By order of the Board  
**Kingdom Holdings Limited**  
**Ren Weiming**  
*Chairman*

Hong Kong, 18 March 2022

*As at the date of this announcement, the executive Directors are Mr. Ren Weiming, Mr. Shen Yueming, Mr. Zhang Hongwen and Ms. Shen Hong; the non-executive Director is Mr. Ngan Kam Wai Albert; and the independent non-executive Directors are Mr. Lau Ying Kit, Mr. Lo Kwong Shun Wilson and Mr. Yan Jianmiao.*