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King's Flair International (Holdings) Limited

科勁國際(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6822)

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by King's Flair International (Holdings) Limited (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board ("**Board**") of directors ("**Directors**") of the Company proposes to amend the existing Articles of Association of the Company (the "**Existing Articles of Association**") and to adopt an amended and restated articles of association (the "**New Article of Association**") of the Company (the "**Proposed Amendments**") in order to, among other things, (i) bring the Existing Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make some other housekeeping improvements.

A summary of major changes brought about by the Proposed Amendments are set out below:

1. to include a new definition of "Act" and to remove the existing definition of "business day" to align with the applicable laws of the Cayman Islands, the Listing Rules and relevant provisions in the New Articles of Association and to update the relevant provisions in the Existing Articles of Association in this regard;
2. to exclude the application of Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands to the extent that it imposes obligations or requirements in addition to those set out in the New Articles of Association;
3. to provide that the Board may accept the surrender for no consideration of any fully paid share;
4. to remove the provision relating to the restriction on purchases for redemption a redeemable share by the Company;
5. to clarify that no shares may be issued at a discount to their nominal value;

6. to provide that the seal of the Company may only be affixed or imprinted 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;
7. to relax, subject to compliance with the Listing Rules, the record dates for determining the members' entitlement to any dividend, distribution, allotment or issue by removing the restrictions that such record dates may not fall on a date more than thirty (30) days before or after the dividends, distribution, allotment or issue is declared, paid or made;
8. to provide that for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares, and that the register of members of the Company in respect of its listed shares may be kept by recording the particulars required by the Company Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares;
9. to provide that notice in relation to the suspension of registration of transfers of shares or of any class of shares may be given by advertisement in any newspapers or by any other means in accordance with the requirements of the Stock Exchange or by electronic means or other means in such manner as may be accepted by the Stock Exchange, at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine;
10. to clarify that an annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of the New Articles of Association and such annual general meeting must be held within six (6) months after the end of the Company's financial year and to provide that a meeting of members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting;
11. to provide that all general meetings (including an extraordinary general meeting) other than an annual general meeting must be called by notice of not less than fourteen (14) clear days;
12. to remove the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise disposed of the unissued shares in the capital of the Company representing 20 percent in nominal value of its existing issued share capital and the granting of any mandate or authority to the Directors to repurchase securities of the Company from the list of ordinary businesses to be transacted at an annual general meeting;

13. to provide that two (2) members entitled to vote and present in person or (in the case of a member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes;
14. to provide that the chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting; and if at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or the deputy chairman of the Company is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if there is only one Director present he shall preside as chairman if willing to act;
15. to provide that all members shall 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;
16. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall be then be eligible for re-election;
17. to provide that, subject to certain exceptions, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associate(s) has a material interest;
18. to provide that the secretary of the Company shall convene a meeting of the Board whenever he shall be required so to do by any Director and that notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine;
19. to provide that Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously;
20. to provide that the Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting no chairman or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting;

21. to provide that the officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine;
22. to provide that the Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the Directors may elect more than one chairman in such manner as the Directors may determine;
23. to empower the Board to capitalise certain reserves of the Company, including share premium account and the profit and loss account, to pay up unissued shares to be allotted to employees or trustee in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement that has been adopted or approved by the members at a general meeting;
24. to provide that a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the annual general meeting and laid before the Company at the annual general meeting;
25. to provide that the members may, at any general meeting convened and held in accordance with the New Articles of Association, by ordinary resolution remove the auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another auditor in his stead for the remainder of his term;
26. 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. The remuneration of any auditor appointed by the Directors under the New Articles of Association may be fixed by the Board and that subject to Article 152(2), an auditor appointed by the Directors to fill any casual vacancy in the office of auditor 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;
27. to provide that the signature to any notice or document to be given by the Company may be written, printed or made electronically;
28. to remove the provision which provides that in the event of winding-up of the Company in Hong Kong, every member of the Company 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;

29. to clarify that, in relation to indemnity, such indemnity shall extend to the Directors, secretary of the Company and other officers and every auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and every one of them, and every one of their heirs, executors and administrators; and
30. to provide that the financial year end of the Company shall be 31 December in each year.

Other housekeeping amendments to the Existing Articles of Association are also proposed, including making consequential amendments in connection with the above amendments to the Existing Articles of Association and for clarity and consistency with the other provisions of the Existing Articles of Association where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to the approval by the shareholders of the Company (“**Shareholders**”) by way of special resolution at the forthcoming annual general meeting of the Company to be held on 27 May 2022 (the “**AGM**”). The New Articles of Association will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice convening the AGM will be despatched to the Shareholders on 22 April 2022.

By order of the Board
King’s Flair International (Holdings) Limited
Dr. Wong Siu Wah
Chairman and Executive Director

Hong Kong, 14 April 2022

As at the date of this announcement, the board of directors of the Company comprised two executive directors, namely, Dr. Wong Siu Wah and Ms. Wong Fook Chi; and three independent non-executive directors, namely, Dr. Lau Kin Tak, Mr. Anthony Graeme Michaels and Ms. Leung Wai Ling, Wylie.