

*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.*



## **Century Sage Scientific Holdings Limited**

**世紀睿科控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1450)**

### **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the existing Memorandum and Articles of Association to permit the Company to (i) hold hybrid general meetings and electronic general meetings; (ii) bring the existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) incorporate certain housekeeping amendments.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of a special resolution at the forthcoming Annual General Meeting of the Company. A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the amended and restated Memorandum and Articles of Association when compared with the existing Memorandum and Articles of Association together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

The board of directors (the “**Board**”) of Century Sage Scientific Holdings Limited (the “**Company**”, and its subsidiaries, the “**Group**”) proposes to amend the existing memorandum of association (the “**Memorandum**”) and articles of association (the “**Articles of Association**”) of the Company to permit the Company to (i) hold hybrid general meetings and electronic general meetings; (ii) bring the existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and (iii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

A summary of the Proposed Amendments is set out below:

1. to include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the new Articles of Association including “electronic communication”, “electronic meeting”, “electronic signature”, “HKSCC”, “hybrid meeting”, “Meeting Location(s)”, “notice”, “physical meeting” and “Principal Meeting Place” and to update relevant provisions in the Articles of Association in this regard;
2. to amend the notice period for an annual general meeting of the Company from at least 21 clear days and not less than 20 clear business days to at least 21 days, and amend the notice period for other general meetings of the Company from at least 14 clear days and not less than 10 clear business days to at least 14 days;
3. to allow all general meetings (including an annual general meeting or extraordinary general meeting or 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 and/or as a hybrid meeting or as an electronic meeting;
4. to provide for the proceedings and requirements of general meetings which are 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;
5. to provide that the chairman of the general meeting may at his/her absolute discretion, interrupt or adjourn the meeting under certain prescribed circumstances;
6. to provide that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
7. to include that members in general meeting shall have the power by ordinary resolution to remove any Director (including a managing or other executive Director) before the expiration of his term of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by ordinary resolution elect another person in his stead;
8. to include that the right of any member(s) holding, at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company to convene an extraordinary general meeting and/or add resolutions to a meeting agenda;
9. to provide that a corporation which is a shareholder of the Company may execute a form of proxy under the hand of a duly authorized officer;
10. to provide that the special rights attached to any class of shares may be varied or abrogated either with the consent in writing of the holders of at least three-fourths of the voting rights of the issued shares of that class or with the approval of a resolution passed by at least three-fourths of the voting rights of the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holders;

11. to provide that the branch register of members in Hong Kong shall be open for inspection by members but the Company may close the register pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
12. to provide that the Company shall hold a general meeting for each financial year as its annual general meeting and the annual general meeting shall be held within six months after the end of the Company's financial year;
13. to provide that a shareholder of the Company shall have the right to speak and vote at a general meeting, except where a shareholder of the Company is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
14. to allow Hong Kong Securities Clearing Company Limited to appoint proxies or corporate representatives to attend the Company's general meetings and creditors meetings and those proxies or corporate representatives shall enjoy rights equivalent to the rights of other shareholders, including the right to speak and vote;
15. to provide that the appointment, removal and remuneration of auditors must be approved by a majority of the Company's members; and
16. to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wording in the applicable laws of the Cayman Islands and the Listing Rules.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company expected to be held on 1 June 2022 (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the amended and restated Memorandum and Articles of Association when compared with the existing Memorandum and Articles of Association together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Century Sage Scientific Holdings Limited**  
**Lo Chi Sum**  
*Chairman of the Board*

Hong Kong, 19 April 2022

*As at the date of this announcement, the executive directors of the Company are Mr. Lo Chi Sum, Mr. Li Jun, Mr. Li Jinping and Ms. Zhao Hui Li; and the independent non-executive directors of the Company are Mr. Cui Xiao Bo, Mr. Ma Zhan Kai and Dr. Yu Guo Jie.*