

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.

COWELL

Cowell e Holdings Inc.

高偉電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1415)

**PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION AND ADOPTION
OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

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

The board of directors (the “**Board**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association (the “**Articles**”) of the Company (the “**Proposed Amendments**”) in order to, among other things, (i) bring the Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the changes of the Listing Rules including the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) make some other housekeeping improvements.

Major changes brought about by Proposed Amendments include, among other things, are set out below:

1. to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Act**”);
2. to include the definitions of, among others, “Communication Facilities”, “Present” and “Virtual Meeting” to keep up with technological developments allowing general meetings to be held as a virtual general meeting or as a hybrid meeting;
3. to include additional details to be specified in a notice of general meeting in case communication facilities will be utilised in the general meetings of the Company;
4. to provide that general meetings of the Company shall also be convened on the written requisition of any one or more members of the Company holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights,

on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company;

5. to provide that all Shareholders present 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 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 clarify that (i) the appointment of the auditor of the Company shall be by way of an ordinary resolution and (ii) the remuneration of the auditor of the Company shall be fixed by ordinary resolution;
8. to clarify that subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily;
9. to specify that, unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year;
10. 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 are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) and will become effective upon the passing of the special resolution by the Shareholders at the AGM.

A circular containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be dispatched to the Shareholders on or about 22 April 2022.

By order of the Board
Cowell e Holdings Inc.
Meng Yan
Chairman

Hong Kong, 21 April 2022

As at the date of this announcement, the Board comprises Mr. Meng Yan and Mr. Wu Ying-Cheng as executive Directors; Mr. Chen Han-Yang and Mr. Yang Li as non-executive Directors; and Ms. Su Yen-Hsueh, Mr. Tsai Chen-Lung and Ms. Liu Xia as independent non-executive Directors.