

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.



HUAJIN INTERNATIONAL HOLDINGS LIMITED

華津國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2738)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY AND ADOPTION OF THE NEW MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to make certain amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum of association (the “**Memorandum**”) and articles of association (the “**Articles of Association**”) of the Company (the “**Memorandum and Articles**”) and to adopt a new set of the Memorandum and Articles incorporating and consolidating all the Proposed Amendments (the “**New Memorandum and Articles**”) in order to (i) allow the Company to hold hybrid general meetings and general meetings by electronic means;(ii) bring the Memorandum and Articles in line with latest legal and regulatory requirements under the applicable laws of the Cayman Islands and the relevant Listing Rules (including the Core Shareholder Protection Standards set out in the amended Appendix 3 to the Listing Rules with effect from 1 January 2022 (the “**Appendix 3**”)); and (iii) make some other housekeeping improvements.

The major areas of the Proposed Amendments are summarized hereinbelow:

- (a) to delete the word “Law” wherever it may appear and replace it with the word “Act” in the Memorandum and Articles;
- (b) to include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the Articles of Association including, among others, “Act”, “announcement”, “electronic communication”, “electronic meeting”, “HKSCC”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting” and “Principal Meeting Place” and to update relevant provisions in the Articles of Association in this regard;
- (c) to provide that all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in the Articles of Association, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion;
- (d) to recognise the use of electronic communication and/or facilities by the Company in addition to traditional and/or mechanical means;
- (e) to provide that any member of the Company (the “**member(s)**”) or Director attending and participating at a meeting held by means of electronic facilities shall be deemed to be present at that meeting;
- (f) to provide that the chairman of the meeting may, at his absolute discretion, interrupt or adjourn general meetings under certain prescribed circumstances;
- (g) to provide that the Board and the chairman of the meeting may make any arrangement to ensure the security and orderly conduct of general meetings;
- (h) to allow the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on or at the scheduled date or time or place or in the scheduled form;
- (i) to provide that, the members’ right to remove a Director at any time before the expiration of his term by ordinary resolution, shall apply to a managing or other executive Director in alignment with Paragraph 4(3) of Appendix 3;
- (j) to provide that an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules or otherwise permitted by the Stock Exchange, if any) in alignment with Paragraph 14(1) of Appendix 3;

- (k) to provide that an annual general meeting of the Company must be called by written notice of not less than twenty-one (21) clear days while all other general meetings (including an extraordinary general meeting) must be called by written notice of not less than fourteen (14) clear days but if permitted by the Listing Rules or the Stock Exchange, a general meeting may be called by shorter notice, subject to the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, if it is agreed under the circumstances set out in the Articles of Association, in alignment with Paragraph 14(2) of Appendix 3;
- (l) to provide that all members 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 member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration in alignment with Paragraph 14(3) of Appendix 3;
- (m) to provide that remuneration of the auditor of the Company, unless otherwise provided by the Articles of Association, shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the members may determine in alignment with Paragraph 17 of Appendix 3;
- (n) to provide that any representatives authorised by a clearing house (including but not limited to Hong Kong Securities Clearing Company Limited) to attend any meeting of the Company shall have the right to speak at the meeting, in alignment with Paragraph 19 of Appendix 3;
- (o) to provide that two members entitled to vote and present in person 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;
- (p) to provide that the Board may accept the surrender for no consideration of any fully paid share;
- (q) to provide that the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members at a general meeting, 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 or other arrangement which relates to such persons that has been adopted or approved by the members at a general meeting;

- (r) to provide that unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December in each year; and
- (s) to update and tidy up definitions and other references as well as make other housekeeping amendments in line with the Proposed Amendments; to better align with the wordings in the applicable laws of the Cayman Islands and the Listing Rules and to reflect certain updates in relation to the applicable laws of Cayman Islands and the Listing Rules.

The New Memorandum and Articles is prepared in English with no official Chinese version and the Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

The Proposed Amendments as well as the adoption of the New Memorandum and Articles are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company to be held in due course (the “AGM”) and shall take effect on the date the relevant special resolution is approved at the AGM.

A circular containing, among other things, detailed information of the Proposed Amendments as well as the adoption of the New Memorandum and Articles and a notice of the AGM will be despatched to the shareholders of the Company in due course.

By Order of the Board
Huajin International Holdings Limited
Xu Songqing
Chairman

Hong Kong, 22 April 2022

As at the date of this announcement, the Board is comprised of Mr. Xu Songqing (Chairman), Mr. Xu Jianhong (Vice Chairman), Mr. Luo Canwen (Chief Executive Officer) and Mr. Xu Songman as executive Directors, and Mr. Goh Choo Hwee, Mr. Ou Qiyuan and Mr. Tam Yuk Sang Sammy as independent non-executive Directors.