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珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1176)

**PROPOSED AMENDMENTS
TO
THE BYE-LAWS**

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

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to make certain amendments (“**Proposed Amendments**”) to the existing bye-laws (“**Bye-laws**”) of the Company and to adopt a set of amended and restated bye-laws (“**New Bye-laws**”) in order to (i) bring the Bye-laws in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) allow electronic and hybrid general meetings of the Company to be convened; and (iii) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to insert the definitions of “announcement”, “close associate”, “electronic communication”, “electronic means”, “electronic meeting”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and to delete the definition of “associate”, so as to align the relevant provisions in the New Bye-laws with the applicable laws of Bermuda and the Listing Rules, and to make corresponding changes to the relevant provisions in the Bye-laws;

** For identification purpose only*

2. to clarify that all or any of the special rights attached to the shares (“**Shares**”) of the Company or any class of Shares may be varied, modified or abrogated either with the consent in writing of the shareholders (“**Shareholders**”) of the Company of not less than three-fourths in nominal value of the issued Shares of that class or by a special resolution passed at a separate general meeting of the holders of the Shares of that class;
3. to provide that the Company must hold an annual general meeting in each financial year (other than the financial year in which its statutory meeting is convened) and such annual general meeting must be held within six months after the end of the Company’s financial year unless a longer period would not infringe the Listing Rules, and to permit the Shareholders to attend the general meetings of the Company by means of telephone, electronic or other communication facilities which will allow all the participants of the meetings to communicate simultaneously and instantaneously;
4. to allow all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) of the Company 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, as may be determined by the Board in its absolute discretion;
5. to clarify that Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition, to require a physical special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;
6. to provide that an annual general meeting of the Company shall be called by notice of not less than 21 clear days, while all other general meetings (including a special general meeting) of the Company shall be called by notice of not less than 14 clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed under the circumstances set out in the New Bye-laws;
7. to provide for the procedures to conduct general meetings of the Company which may 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 meeting in relation thereto;
8. to provide that all Shareholders shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company except where a Shareholder is required, by the Listing Rules, the applicable laws, rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
9. to clarify that where the Company has knowledge that any Shareholder is, under the Listing Rules, the applicable laws, rules, codes or regulations of any competent regulatory authority, required to abstain from voting on any resolution of the Company or restricted to voting only for or only against any resolution of the Company, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted;

10. to clarify that the Shareholders shall approve (a) the appointment of the auditor (“**Auditor**”) of the Company by an ordinary resolution; and (b) the removal of the Auditor at any time before the expiration of his term of office by an extraordinary resolution;
11. to clarify that the remuneration of the Auditor shall be fixed by ordinary resolution;
12. to clarify that the Board’s power to present a petition to the court for the Company to be wound up is subject to the approval of the Shareholders by way of a special resolution; and
13. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments to the Bye-laws and other house-keeping amendments.

The Proposed Amendments which are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting (“**AGM**”) of the Company and obtaining any other acknowledgements, consents and approvals that are necessary, will become effective upon all the aforesaid acknowledgements, consents and approvals have been obtained.

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

On behalf of the Board
Zhuguang Holdings Group Company Limited
珠光控股集團有限公司
Chu Hing Tsung
Chairman

Hong Kong, 22 April 2022

As at the date of this announcement, the Board comprises (i) six executive Directors, namely Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Chairman), Mr. Liu Jie (Chief Executive Officer), Mr. Liao Tengjia (Deputy Chairman), Mr. Huang Jiajue (Deputy Chairman), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Ms. Ye Lixia; and (ii) three independent non-executive Directors, namely Mr. Leung Wo Ping JP, Mr. Wong Chi Keung and Dr. Feng Ke.