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亞東

Yadong Group Holdings Limited

亞東集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1795)

PROPOSED ADOPTION OF THE AMENDED ARTICLES OF ASSOCIATION

This announcement is made by Yadong Group Holdings Limited (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**”).

PROPOSED ADOPTION OF THE AMENDED ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose the adoption of the second amended and restated articles of association (the “**Amended Articles**”) of the Company as the new articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company (the “**Existing Articles**”). The proposed adoption of the Amended Articles is 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**”).

The major areas of the proposed amendments to the Existing Articles brought about by the adoption of the Amended Articles (the “**Proposed Amendments**”) are summarised as follows:

1. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
2. to amend the notice period for a general meeting to follow the requirement of the Listing Rules;
3. to clarify that any director appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election;

4. to expressly state that shareholders shall have the right to speak and vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
5. to change the requirement to remove an auditor from a special resolution to an ordinary resolution;
6. to state the financial year end of the Company; and
7. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The main reasons for the Proposed Amendments and the proposed adoption of the Amended Articles are to: (i) reflect changes to the requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make other consequential and housekeeping changes.

GENERAL

The Board considers that the proposed adoption of the Amended Articles is in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the Proposed Amendments and the proposed adoption of the Amended Articles, together with a notice convening the AGM will be despatched to the Shareholders on or around 29 April 2022.

By order of the Board
Yadong Group Holdings Limited
Xue Shidong
Chairman

Hong Kong, 22 April 2022

As at the date of this announcement, the Company has five executive Directors, namely Mr. Xue Shidong, Mr. Wang Bin, Mr. Qiu Jianyu, Ms. Zhang Yeping and Mr. Jin Rongwei; and three independent non-executive Directors, namely Mr. Zhu Qi, Mr. Ho Kin Cheong Kelvin and Mr. Wang Hongliang.