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HONGKONG CHINESE LIMITED

香港華人有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 655)

PROPOSED AMENDMENTS TO BYE-LAWS AND ADOPTION OF AMENDED AND RESTATED BYE-LAWS

<p>The Board proposes certain amendments to the Existing Bye-Laws and the adoption of the New Bye-laws for approval of the Shareholders by way of a special resolution at the AGM.</p>
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This announcement is made by Hongkong Chinese 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**”).

The Board of Directors of the Company (the “**Board**”) announces that it has resolved to propose certain amendments (the “**Proposed Amendments**”) to the existing Bye-laws of the Company (the “**Existing Bye-laws**”). The Proposed Amendments are, among other things, to conform to the core shareholder protection standards set out in the recently amended Appendix 3 to the Listing Rules and allow general meetings of the Company to be held as an entirely electronic meeting where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to a physical meeting where Shareholders physically attend or a hybrid meeting where Shareholders can attend physically or by electronic means. The Proposed Amendments also set out other related powers of the Board and the chairman of the general meetings, including making arrangements for attendance as well as ensuring the security and orderly conduct of such general meetings. Further, the Proposed Amendments are to reflect certain updates in the applicable laws of Bermuda and the Listing Rules. The Proposed Amendments also cover other proposed house-keeping amendments to the Existing Bye-laws that are in line with the aforesaid proposed amendments.

The Board has also resolved to propose the adoption of the amended and restated Bye-laws (the “**New Bye-laws**”) that will incorporate the Proposed Amendments (the “**Proposed Adoption**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The major areas of the Proposed Amendments are summarised below:

1. To amend the relevant provisions of the Existing Bye-Laws to comply or better align with the requirements of Appendix 3 to the Listing Rules;
2. To add some new definitions and make corresponding changes to the relevant provisions of the Existing Bye-laws;

3. To include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
4. To revise the provisions on proceedings when a quorum is not present after the time appointed for the meeting;
5. to provide for the proceedings of general meetings as a physical meeting to 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;
6. To provide that the Directors may change or postpone the meeting to another date, time and/or place, change the electronic facilities and/or change the form of the meeting (a physical meeting, a hybrid meeting or an electronic meeting) without approval from the Shareholders;
7. To provide that votes (other than on a show of hands) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
8. To make other house-keeping amendments and consequential amendments in line with the above amendments to the Existing Bye-laws;
9. 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 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 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 Shareholders, 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 Shareholders; and
10. To make other amendments to better align with the wordings in the applicable laws of Bermuda and the Listing Rules.

The Proposed Amendments and the Proposed Adoption are subject to the approval of the Shareholders by way of a special resolution at the annual general meeting of the Company to be held on 8 June 2022 or any adjournment thereof (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments and the Proposed Adoption and the notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
HONGKONG CHINESE LIMITED
John Luen Wai Lee
Chief Executive Officer

28 April 2022

As at the date of this announcement, the executive Directors of the Company are Dr Stephen Riady (Chairman) and Mr John Luen Wai Lee (Chief Executive Officer); the non-executive Director of the Company is Mr Leon Nim Leung Chan; and the independent non-executive Directors of the Company are Messrs Victor Ha Kuk Yung, King Fai Tsui and Edwin Neo.

** For identification purpose only*