

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.

BHCC HOLDING LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1552)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

The Stock Exchange has amended the Listing Rules, relating to, among others, the articles of association or equivalent constitutional documents of listed issuers under the new Appendix 3 to the Listing Rules with effect from 1 January 2022, for which listed issuers are required to make necessary amendments to the constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformation. In order to (i) bring the articles of associations of the Company (the “**Articles**”) in line with the relevant requirements of the Listing Rules as well as the applicable laws of the Cayman Islands; and (ii) adopt house-keeping improvements and amendments in line with the aforesaid proposed amendments, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek the approval of the Shareholders by way of special resolutions for the amendments (the “**Proposed Amendments**”) to the existing Articles and the adoption of the Second Amended and Restated Articles of Association (the “**New Articles**”).

The Proposed Amendments to the Articles are set out below. Unless otherwise defined in this announcement, capitalized terms used in the below summary shall have the same meaning as those defined in the New Articles.

The major changes brought about by the proposed amendments to the existing Articles are summarized as follows:

1. to include certain defined terms to align with the applicable laws of the Cayman Islands, including “Act” (as defined below), and to update relevant provisions in the New Articles in this regard correspondingly;
2. to remove the definitions of “business day”, “Law” and “Subsidiary and Holding Company”;
3. to clarify that expressions referring to writing include reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form;

4. to clarify that reference to the signing or execution of a document (including, but without limitation, a resolution in writing) includes execution by electronic communication;
5. to exclude the application of Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, to the extent it imposes obligations or requirements in addition to those set out in the New Articles;
6. to clarify that references to a Member which is a corporation refer to a duly authorised representative of such Member;
7. to clarify that the Board may accept the surrender for no consideration of any fully paid share;
8. to remove the provision which provides that where the Company purchases for redemption of a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike;
9. to clarify that no shares of the Company may be issued at a discount to their nominal value;
10. to clarify that the seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors;
11. to relax, subject to the Listing Rules, the record dates for determining the Members' entitlement to any dividend, distribution, allotment or issue by removing the restrictions that, subject to the Listing Rules, it may not fall on a date more than 30 days before or after any date on which such dividends, distribution, allotment or issue is declared, paid or made;
12. to provide that for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares;
13. to provide that notice to be given in relation to the registration of transfers of shares or of any class of shares may be given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange (as defined in the New Articles) to that effect be suspended at such times and for such periods (not exceeding in the whole

thirty (30) days in any year) as the Board may determine, and that the period of thirty (30) days for the suspension for the registration of transfers of shares may be extended in respect of any year if approved by the Members by ordinary resolution;

14. to clarify that, in relation to the Company's power to sell any shares of a Member who is untraceable, the Company has to give notice of its intention to sell such shares and cause advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 of the New Articles and where applicable, in each case in accordance with the requirements of the Designated Stock Exchange;
15. to provide that in relation to convening a general meeting:
 - i. an 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, if any); and
 - ii. an annual general meeting must be called by notice of not less than twenty-one (21) clear days and all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days;
16. to clarify that the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital and the granting of any mandate or authority to the Directors to repurchase securities of the Company shall be deemed special business at an annual general meeting;
17. to allow, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum for a general meeting of the Company for all purposes;
18. to clarify that a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting;
19. to provide that all members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration;
20. to allow the Company to provide an electronic address for the receipt of any document or information relating to proxies for a general meeting. If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies) may be sent by electronic means to that address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the

transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under the New Articles is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information;

21. to allow the Board to decide, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under the New Articles of the Association has not been received in accordance with the requirements of the New Articles. Subject to aforesaid, if the proxy appointment and any of the information required under the New Articles of the Association is not received in the manner set out in the New Articles of the Association, the appointee shall not be entitled to vote in respect of the shares in question;
22. to clarify that the Directors appointed either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election;
23. to clarify that the Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment;
24. to provide that, in relation to a resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid, a notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing;
25. to empower the Board to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including share premium account and the profit and loss account), to pay up unissued shares to be allotted to employees or trustee in connection with the operation of any share incentive scheme or employee benefit scheme that has been adopted or approved by the Members at a general meeting;
26. to provide that Members may, at any general meeting, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term;
27. to provide that the remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine;
28. to provide that the Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2) of the New Articles, an Auditor appointed under this Article shall hold office until the next following annual

general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) of the New Articles at such remuneration to be determined by the Members under Article 154 of the New Articles;

29. subject to compliance with the applicable laws and the Listing Rules and other requirements for the obtaining of consent, to allow the Company to issue and deliver a notice or document by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:
 - (a) by serving it personally on the relevant person;
 - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
 - (f) by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "**notice of availability**"); or
 - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
30. to allow that every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share;
31. to allow that every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him;

32. to allow the Company to issue notice, document or publication in the English language only or in both the English language and the Chinese language;
33. to allow the Company to serve notice by publishing it on the Company's website, which shall be deemed to have been served on the day on which the notice, document or publication first so appear on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under the New Articles;
34. to allow the Company to serve notice by publishing as an advertisement in a newspaper or other publication permitted under the New Articles and which shall be deemed to have been served on the day on which the advertisement first so appears;
35. to remove the provision which provides that in the event of winding-up of the Company in Hong Kong, every Member of the Company who is not for the time being in Hong Kong shall be bound to serve notice in writing on the Company appointing some person resident in Hong Kong upon whom summonses and other notices, process or orders under the winding up may be served;
36. to clarify that, in relation to indemnity, such indemnity shall extend to the Directors, secretary of the Company and other officers and every auditor of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators; and
37. to clarify that unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.

The Chinese version of the Proposed Amendments is a translation for reference only. In case of discrepancy between the English version and the Chinese version, the English version shall prevail.

The proposed amendments to the Articles and adoption of New Articles incorporating such amendments are subject to the approval of the Shareholders by way of a special resolution to be proposed at the forthcoming annual general meeting (the "AGM"). A circular containing, among other things, particulars relating to the proposed amendments to the Articles and the full text of the New Articles (marked-up against the existing Articles), together with a notice convening the AGM will be despatched to the Shareholders together with the annual report for the year ended 31 December 2021 in due course.

By order of the Board
BHCC Holding Limited
Yang Xinping
Chairman and executive Director

Singapore, 28 April 2022

As at the date of this announcement, the Board comprises Mr. Yang Xinping and Ms. Han Yuying as executive Directors; and Ms. Chan Bee Leng, Mr. Kwong Choong Kuen (Huang Zhongquan) and Mr. Ooi Soo Liat as independent non-executive Directors.