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le saunda holdings ltd.

萊爾斯丹控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00738)

PROPOSED AMENDMENTS TO BYE-LAWS

This announcement is made by Le Saunda 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**”).

The board of directors of the Company (the “**Board**”) announces that the Board proposes to amend the existing bye-laws of the Company (the “**Proposed Amendments**”) in order to bring the bye-laws of the Company in line with Appendix 3 to the Listing Rules which has come into effect on 1 January 2022 and to make certain other housekeeping amendments.

The major areas of the Proposed Amendments are summarized below:

1. to provide that the Company must hold an annual general meeting for 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 provide that all shareholders shall have the right to (a) speak at a general meeting; and (b) 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;
3. to update the provisions relating to the removal of Directors of the Company;
4. to update the provisions relating to the removal of auditors of the Company;
5. to allow a general meeting to be held wholly electronically where shareholders of the Company participate solely by means of electronic facilities, or as a hybrid meeting where shareholders can attend physically or virtually by means of electronic facilities;
6. to allow the Company to postpone a general meeting by notice of the Company;

7. to allow capitalization of reserves to pay up unissued shares in connection with the operation of any share incentive scheme or employee benefit scheme or relating arrangement that has been adopted or approved by the shareholders of the Company; and
8. to make other housekeeping amendments for the purpose of clarifying existing practice, to better align with the wordings in the applicable laws of Bermuda and the Listing Rules and to reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules.

The Proposed Amendments 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 on 18 July 2022 (the “AGM”) and, if approved, will become effective upon such approval. A circular containing, among other matters, details of the Proposed Amendments, together with the notice convening the AGM, will be despatched to the shareholders of the Company in due course.

By order of the Board
Le Saunda Holdings Limited
James Ngai
Chairman

Hong Kong, 9 June 2022

As at the date of this announcement, the Company’s executive Directors are Ms. Chui Kwan Ho, Jacky, Mr. Li Wing Yeung, Peter and Ms. Liu Tsz Yan; non-executive Director is Mr. James Ngai; independent non-executive Directors are Mr. Lam Siu Lun, Simon, Mr. Leung Wai Ki, George and Mr. Hui Chi Kwan.

* *For identification purposes only*