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## **ALLAN INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 684)**

### **PROPOSED ADOPTION OF AMENDED AND RESTATED BYE-LAWS**

This announcement is made by Allan International 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 (the “**Board**”) of directors (the “**Directors**”) of the Company announces that the Board proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) by way of adoption of the amended and restated bye-laws (the “**Amended and Restated Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws, in order to, among other things, bring the bye-laws of the Company in alignment with the Listing Rules and the applicable laws of Bermuda, and provide flexibility to the Company in relation to the conduct of general meetings.

The major areas of amendments that will be incorporated in the Amended and Restated Bye-laws are summarized below:

- (i) to replace the term “associate” with “close associate”;
- (ii) to provide that, subject to compliance with the Listing Rules and the rules of other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company;

- (iii) to provide that an annual general meeting shall be held in each financial year and within 6 months after the end of the Company's financial year;
- (iv) to allow a general meeting of the Company to be held as a physical meeting in any part of the world and at one or more locations, a hybrid meeting or an electronic meeting where shareholders of the Company may participate by electronic means (in case of a hybrid meeting or an electronic meeting), and to update the provisions on the powers of the Board and the chairman of the meeting in relation to the arrangement of the general meetings;
- (v) to provide that an annual general meeting of the Company shall be called by notice of at least 21 clear days and all other general meetings shall be called by notice of at least 14 clear days, but the Company may convene a general meeting on shorter notice if it is so agreed by all shareholders of the Company entitled to attend and vote at the meeting (in case of an annual general meeting) and by a majority in number of the shareholders of the Company having the right to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting (in case of other general meetings);
- (vi) to provide that two shareholders of the Company entitled to vote and present in person or by proxy, or two persons appointed by the clearing house as authorised representative or proxy, shall form a quorum for a general meeting;
- (vii) to specify that a resolution put to the vote at general meetings of the Company shall be decided by poll except the chairman in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
- (viii) to provide that all shareholders of the Company have the right to speak and vote at a general meeting except otherwise provided in the Listing Rules;
- (ix) to provide that at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years;

- (x) to update the provisions on the treatment of the Directors' interests and those of his/her close associates;
- (xi) to provide that a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material;
- (xii) to remove the requirement to elect a president and a vice president, or a chairman and a deputy chairman, among the Directors;
- (xiii) to provide that the Board may resolve to capitalize 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 of the Company at a general meeting, 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 of the Company at a general meeting;
- (xiv) to provide that the Company may by extraordinary resolution remove an auditor before the expiration of his term of office;
- (xv) to provide that the Board may fill any casual vacancy in the office of an auditor who shall hold office until the next following annual general meeting;
- (xvi) to make other miscellaneous and housekeeping amendments to update or clarify the provisions of the Existing Bye-laws, including consequential amendments in line with the above amendments to the Existing Bye-laws, where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of Bermuda.

The proposed adoption of the Amended and Restated Bye-laws is 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 August 2022 (the “AGM”) and, if approved, will become effective upon such approval. A circular containing, among other matters, details of the proposed amendments to the Existing Bye-laws which will be incorporated in the Amended and Restated Bye-laws, together with the notice convening the AGM will be despatched to the shareholders of the Company in due course.

By Order of the Board  
**Allan International Holdings Limited**  
**Cheung Lai See, Sophie**  
*Director*

Hong Kong, 29 June 2022

*As at the date of this announcement, the Executive Directors are Ms. Cheung Lai Chun, Maggie (Chairman), Mr. Cheung Shu Wan (Managing Director), Ms. Cheung Lai See, Sophie and Dr. Cheung Shu Sang, William. The Independent Non-Executive Directors are Ms. Choy Wai Sheun, Susan and Mr. Lai Ah Ming, Leon.*