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**GREEN ENERGY GROUP LIMITED**

**綠色能源科技集團有限公司\***

*(incorporated in Bermuda with limited liability)*

(Stock Code: 979)

**PROPOSED AMENDMENTS  
TO  
THE BYE-LAWS**

This announcement is made by Green Energy Group Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

The board (“**Board**”) of directors (“**Directors**” and each a “**Director**”) of the Company proposes to make certain amendments (“**Proposed Amendments**”) to the existing bye-laws (“**Bye-laws**”) of the Company and to adopt a set of amended and restated bye-laws (“**New Bye-laws**”) of the Company in order to (i) bring the Bye-laws in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to insert the definition of “extraordinary resolution”, so as to align the relevant provisions in the New Bye-laws with the applicable laws of Bermuda and the Listing Rules, and to make corresponding changes to the relevant provisions in the Bye-laws;
2. 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, unless a longer period would not infringe the Listing Rules, if any;

3. to provide that an annual general meeting of the Company shall be called by written notice of not less than 21 clear days, while all other general meetings (including a special general meeting) of the Company shall be called by written notice of not less than 14 clear days but subject to the provisions of the Companies Act 1981 of Bermuda (as may from time to time be amended), a general meeting may be called by shorter notice if it is so agreed under the circumstances set out in the New Bye-laws;
4. to provide that all the shareholders of the Company (“**Shareholders**”) shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company except where a Shareholder is required, by the Listing Rules, the applicable laws, rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
5. to clarify that Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition, to require a physical special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;
6. to clarify that any person appointed as a Director to fill a casual vacancy on or, subject to authorisation by the Shareholders in a general meeting, as an addition to the Board, shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election at the meeting;
7. to clarify that the Shareholders shall approve (a) the appointment of the auditor of the Company (“**Auditor**”) by an ordinary resolution; and (b) the removal of the Auditor at any time before the expiration of his term of office by an extraordinary resolution;
8. to clarify that the remuneration of the Auditor shall be fixed by ordinary resolution;
9. to provide that the principal register and branch register of Shareholders shall be open to inspection; and
10. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments to the Bye-laws and other house-keeping amendments.

In view of the Proposed Amendments, the Board proposes to seek approval of the Shareholders by special resolution at the forthcoming annual general meeting (“**AGM**”) of the Company to amend the Bye-laws by way of adoption of the New Bye-laws. The New Bye-laws which are subject to the approval of the Shareholders by way of a special resolution at the AGM will become effective upon such approval has been obtained.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

On behalf of the Board  
**Green Energy Group Limited**  
**Wong Sai Hung**  
*Chairman*

Hong Kong, 29 September 2022

*As at the date of this announcement, the Company has three executive Directors, namely Mr. Wong Sai Hung, Mr. Luo Xian Ping and Mr. Ho Wai Hung, and three independent non-executive Directors, namely, Mr. Tam Chun Wa, Mr. Sze Cheung Pang and Mr. Lau Ka Wing.*

\* *For identification purposes only*