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京西重工國際有限公司  
**BELJINGWEST INDUSTRIES INTERNATIONAL LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 2339)

**PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum and articles of association of the Company (the “**Memorandum and Articles**”) and to adopt the amended and restated memorandum and articles of association of the Company incorporating the amendments (the “**New Memorandum and Articles**”) for the purposes of, among others: (i) bringing the Memorandum and Articles in line with the relevant requirements of the amendments made to the Listing Rules and the applicable laws of the Cayman Islands; (ii) providing greater flexibility to the Company in relation to conduct of general meetings by permitting the use of communication facilities to enable hybrid/virtual general meetings to be held; and (iii) making other minor amendments to the Memorandum and Articles for corresponding as well as housekeeping changes; collectively, the (“**Proposed Amendments**”).

The principal Proposed Amendments are broadly summarised as follows:

- (a) to permit the use of communication facilities to enable hybrid/virtual general meetings to be held. Communication facilities shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all persons participating in a meeting are capable of communicating contemporaneously with each other;
- (b) to change references to the “Companies Law” and “Electronic Transactions Law” to reference to the “Companies Act” or “Electronic Transactions Act” in light of the fact that all laws of the Cayman Islands are now referred to as “Acts”;
- (c) 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;

- (d) to provide that all shareholders of the Company (“**Shareholder(s)**”) shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
- (e) to clarify that the Shareholders may approve the appointment of the auditors of the Company who shall hold office until the next general meeting of the Company by way of an ordinary resolution; remuneration of the auditors of the Company shall be fixed by ordinary resolution at the general meeting of the Company at which they are appointed;
- (f) to clarify that any Director appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting;
- (g) to delete the provision in relation to the Company's purchases of redeemable shares not made through the market or by tender;
- (h) to provide that the financial year end of the Company shall be 31<sup>st</sup> of December in each year, unless otherwise determined by the Board;
- (i) to provide other minor amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments and proposed adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the forthcoming extraordinary general meeting of the Company (the “**EGM**”). The New Memorandum and Articles will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the EGM.

A circular containing, amongst other things, details regarding the Proposed Amendments and the adoption of the New Memorandum and Articles, together with a notice of the EGM will be despatched to the Shareholders in due course.

By Order of the Board  
**BeijingWest Industries International Limited**  
**Dong Xiaojie**  
*Chairman*

19 October 2022

*As at the date of this announcement, the Board comprises Mr. Dong Xiaojie (Chairman), Mr. Chen Zhouping (Managing Director), Mr. Li Zhi (Non-executive Director), Mr. Tam King Ching, Kenny (Independent Non-executive Director), Mr. Yip Kin Man, Raymond (Independent Non-executive Director) and Mr. Chan Pat Lam (Independent Non-executive Director).*