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SITC International Holdings Company Limited

海豐國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1308)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of SITC International Holdings Company Limited (the “**Company**”) proposes to amend the existing memorandum of association and existing articles of association of the Company (the “**Existing Memorandum and Articles**”) to (i) bring the Existing Memorandum and Articles in line with the amendments made to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) enable the Company to convene and hold electronic or hybrid general meetings of the shareholders of the Company (the “**Shareholders**”) and provide provisions regulating the conduct and proceedings of such general meetings; (iii) reflect the prevailing requirements under the applicable laws of the Cayman Islands; and (iv) incorporate certain corresponding and housekeeping amendments to the Existing Memorandum and Articles (the “**Proposed Amendments**”).

In view of the number of the amendments to be made to the Existing Memorandum and Articles, the Board proposed to effect the Proposed Amendments by way of adoption of the second amended and restated memorandum of association and articles of association (the “**Second Amended and Restated Memorandum and Articles**”) in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The Second Amended and Restated Memorandum and Articles is prepared and written in English. The Chinese translation of the Second Amended and Restated Memorandum and Articles is for reference only. In the event of any discrepancy or inconsistency, the English version shall prevail.

The Proposed Amendments and the proposed adoption of the Second Amended and Restated Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be convened and held on Monday, 24 April 2023 (the “AGM”) and shall take effect upon passing of the special resolution at the AGM. Prior to the passing of such special resolution at the AGM, the Existing Memorandum and Articles shall remain valid.

A circular containing, among other things, details of the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles, together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
SITC International Holdings Company Limited
Yang Shaopeng
Chairman

Hong Kong, 17 March 2023

As at the date of this announcement, the executive Directors are Mr. Yang Shaopeng, Mr. Yang Xianxiang, Mr. Liu Kecheng, Mr. Xue Mingyuan and Mr. Lai Zhiyong; the non-executive Director is Ms. Yang Xin; and the independent non-executive Directors are Dr. Liu Ka Ying, Rebecca, Mr. Tse Siu Ngan and Dr. Hu Mantian (Mandy).