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Evergreen Products Group Limited

訓修實業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1962)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

This announcement is made by Evergreen Products Group 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**”) in relation to the proposed amendments to the existing articles of association of the Company (the “**Articles of Association**”) and adoption of fourth amended and restated articles of association of Company (the “**Fourth Amended and Restated Articles of Association**”).

The board of directors of the Company (the “**Board**”) proposes to adopt the Fourth Amended and Restated Articles of Association in substitution for, and to the exclusion of, the Articles of Association in order to, among other things, (i) bring the relevant provisions of the Articles of Association in line with recent changes to the Listing Rules and applicable laws of the Cayman Islands, including, but not limited to, the latest requirements in relation to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules; and (ii) make various consequential and housekeeping amendments to the Articles of Association. A summary of the major amendments brought about by the adoption of the Fourth Amended and Restated Articles of Association is set out below:

- (a) to change each reference to the “Companies Law” to a reference to the “Companies Act”;
- (b) to specify that a resolution shall be a special resolution when it has been passed by a majority of the Shareholders representing not less than $\frac{3}{4}$ of the total voting rights of such Shareholders at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

- (c) to remove certain requirements in relation to the redemption of redeemable shares;
- (d) to specify that the Company shall hold a general meeting as its annual general meeting in each financial year, and that such annual general meeting shall be held within six months after the end of the Company's financial year (or any longer period authorised by the Stock Exchange);
- (e) to provide that an extraordinary general meeting may be convened on the written requisition of one or more Shareholder(s) holding, as at the date of deposit of the requisition, not less than 10% of the voting shares (on a one vote per share basis) in the issued share capital of the Company, and that such Shareholder(s) shall be entitled to add resolutions to the agenda of the extraordinary general meeting concerned;
- (f) to provide that each Shareholder shall have the right to speak and (except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration) vote at a general meeting;
- (g) to provide that Shareholders may by way of ordinary resolution remove any Director (including a managing Director or other executive Director) at any time before the expiration of his/her term of office; and
- (h) to provide that the appointment and removal of the Company's auditors shall be ordinary business at a general meeting, and to specify that the Shareholders may appoint or remove the Company's auditors by way of an ordinary resolution.

The proposed amendments to the Articles of Association and the adoption of Fourth Amended and Restated Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 25 May 2023 (the "AGM"). A circular containing, among others, details of the proposed amendments to the Articles of Association and a notice convening the AGM will be despatched to the Company's shareholders as soon as practicable.

By Order of the Board
Evergreen Products Group Limited
Chang Yoe Chong Felix
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 29 March 2023

As at the date of this announcement, the executive directors of the Company are Mr. Chang Yoe Chong Felix, Mr. Chan Kwok Keung, Ms. Jia Ziyang and Mr. Li Yanbo; the non-executive director of the Company is Mr. Chan Lau Yui Kevin; and the independent non-executive directors of the Company are Mr. Sin Hendrick M.H., Mr. Szeto Yuk Ting, Ir. Cheung Siu Wa and Mr. Tseung Yuk Hei Kenneth.