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華融國際金融控股有限公司

HUARONG INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

PROPOSED ADOPTION OF THE NEW BYE-LAWS

The board of directors (the “**Board**”) of Huarong International Financial Holdings Limited (the “**Company**”) announces that in order to (i) bring the bye-laws of the Company in line with the Core Shareholder Protection Standards set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) introduce provisions to allow general meetings of the Company to be held as a hybrid or electronic meeting; (iii) reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules; and (iv) make other house-keeping amendments, the Board proposes to amend the existing bye-laws (the “**Existing Bye-laws**”) and adopt a new set of amended and restated bye-laws (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The major areas of the proposed amendments to the Existing Bye-laws that will be incorporated in the New Bye-laws are summarized below:

1. 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 (6) months after the end of the Company’s financial year;
2. to allow a general meeting of the Company to be held as an electronic meeting or a hybrid meeting;
3. to provide that the notice period for annual general meetings and special general meetings shall not be less than twenty-one (21) clear days and fourteen (14) clear days, respectively;
4. to provide that an official publication of a notice or document of the Company, may be given by announcement or by electronic communication or by advertisement in any newspapers or by any means in accordance with the requirements of the Listing Rules;

5. to provide that all shareholders of the Company shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
6. to clarify that the right of a shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities;
7. to clarify that the share capital of the Company at the date on which the New Bye-laws come into effect shall be divided into shares of HK\$0.001 each;
8. to remove (a) the limit of maximum price, which may be determined by the Company in a general meeting, for the Company's purchases for redemption of redeemable shares, where purchases are not made through the market or by tender, and (b) the requirements that if purchases are by tender, tenders shall be available to all shareholders alike;
9. to provide that any person appointed by the Directors 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 shall then be eligible for re-election;
10. to update the circumstances under which a Director may vote on a resolution (and be counted in the quorum) notwithstanding that the Director or any of the Director's close associates is materially interested therein;
11. to update the provisions relating to the appointment and removal of auditor of the Company;
12. to provide that a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may allow a resolution which relates purely to procedural or administrative matters to be voted on by a show of hands;
13. to clarify the procedures for appointing proxies for a general meeting, the rights of the proxies and the information in relation to the general meeting that the Company shall provide accordingly;
14. 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, to be allotted to employees and 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 at a general meeting; and

15. to make other housekeeping amendments for the purpose of clarifying existing practice, to better align with the wordings in the applicable laws of Bermuda and the Listing Rules and to reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules, including consequential amendments in line with the above amendments to the Existing Bye-laws.

The proposed adoption of the New Bye-laws is subject to the approval of the shareholders of the Company by way of special resolution at the forthcoming annual general meeting of the Company to be held on or around 15 June 2023 (the “**Annual General Meeting**”). A circular containing, among other matters, details relating to the adoption of the New Bye-laws, together with the notice convening the Annual General Meeting, will be dispatched to the shareholders of the Company in due course.

By Order of the Board
Huarong International Financial Holdings Limited
Zhang Xing
Chairman

Hong Kong, 29 March 2023

As at the date of this announcement, the Board comprises Mr. Zhang Xing as non-executive director, Mr. Chen Qinghua and Mr. Lu Xinzheng as executive directors, and Mr. Hung Ka Hai Clement, Mr. Ma Lishan, Mr. Guan Huanfei and Dr. Lam Lee G. as independent non-executive directors.