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Fortune Sun (China) Holdings Limited **富陽（中國）控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00352)

PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Fortune Sun (China) Holdings 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 (“**Stock Exchange**”).

The board (the “**Board**”) of directors (“**Directors**”) of the Company proposes to amend and restate the memorandum of association of the Company (the “**Memorandum**”) and articles of association of the Company (“**Articles of Association**”). Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. Furthermore, the Company proposes to modernize and provide flexibility to the Company in relation to the conduct of general meetings. As such, the Board proposes to amend the Memorandum and Articles of Association for the purposes of, among others, (i) allowing a general meeting to be held as an electronic meeting (also referred to as virtual general meeting) or a hybrid meeting; (ii) bringing the Articles of Association in line with amendments made to Listing Rules and applicable laws and procedure of the Cayman Islands; and (iii) making certain minor housekeeping amendments to the Memorandum and Articles of Association for the purpose of reflecting the registered office of the Company in the Memorandum, clarifying existing practice and making consequential amendments in line with the amendments to the Articles of Association (collectively, the “**Amendments**”). Details of the proposed Amendments will be set out in the circular to be despatched to the shareholders of the Company (“**Shareholders**”) in due course.

At the upcoming annual general meeting of the Company (“**2023 AGM**”), a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed adoption of the new set of amended and restated Memorandum and Articles of Association incorporating the Amendments.

A circular containing, amongst other things, further information regarding the Amendments, together with the notice of the 2023 AGM will be despatched to the Shareholders in due course.

By order of the Board
Fortune Sun (China) Holdings Limited
Chiang Chen Feng
Chairman

Hong Kong, 31 March 2023

As at the date of this announcement, the executive Directors are Mr. Chiang Chen Feng, Ms. Chang Hsiu Hua and Mr. Han Lin; the non-executive Director is Ms. Lin Chien Ju; and the independent non-executive Directors are Mr. Cui Shi Wai and Mr. Lam Chun Choi and Mr. Chow Yiu Ming.