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**GREEN FUTURE FOOD HYDROCOLLOID MARINE
SCIENCE COMPANY LIMITED**

綠新親水膠體海洋科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code:1084)

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

This announcement is made by Green Future Food Hydrocolloid Marine Science Company 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**”).

The Listing Rules have been amended, among others, to require all listed issuers to adopt a uniform set of 14 core shareholder protection standards (the “**Core Standards**”) as set forth in Appendix 3 to the Listing Rules, which took effect on 1 January 2022.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments (the “**Proposed Amendments**”) to the current articles of association (the “**Current Articles**”) of the Company and adopt the amended and restated articles of association (the “**Amended and Restated Articles**”) of the Company for purposes of, among others, (i) conforming to the Core Standards; (ii) enabling the Company to have general meetings to be held in physical form, hybrid form or electronic form; (iii) reflecting certain amendments to the applicable laws of the Cayman Islands and the Listing Rules; and (iv) making other consequential and housekeeping changes. Some of the major changes to the Current Articles included in the Proposed Amendments are summarised below:

1. to provide that any Director appointed by the Board to either fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election;

2. to provide that an annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any);
3. to provide that an annual general meeting must be called by notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days but if permitted by Listing Rules, a general meeting may be called by shorter notice;
4. to provide that if within twenty-one (21) days of the deposit of requisition by qualified Shareholders to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the principal meeting place of the Company;
5. to provide that the Directors may fill any causal vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors, if any, may act. The remuneration of any auditor so appointed by the Directors under the Articles may be fixed by the Board. An auditor appointed under the Articles shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders according to relevant provisions of the Articles;
6. to provide that the auditor of the Company may be removed by the Shareholders by ordinary resolution at any general meeting convened and held in accordance with the Articles at any time before the expiration of his term of office;
7. to replace all references to "Companies Law" with "Companies Act", and make corresponding changes to relevant provisions of the Articles, including the insertion of the definition of "Act" and the deletion of the definition of "Law";
8. to insert the definitions of "electronic communication", "electronic meeting", "hybrid meeting", "Listing Rules", "Meeting Location", "physical meeting" and "Principal Meeting Place" for use in the new provisions in relation to convening and holding of hybrid and electronic meetings;

9. to delete the definition of “business days” which is not used in the context of the Amended and Restated Articles;
10. to insert provisions to facilitate electronic communications;
11. to delete the provision in relation to the maximum price of shares purchased for redemption by the Company not made through the market or by tender as this is no longer a requirement of the Listing Rules to be included in the articles of association of the Company;
12. to insert and amend provisions to facilitate the holding of hybrid and electronic meetings and to govern the proceedings of such meetings;
13. to provide that all the Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required by Listing Rules to abstain from voting to approve the matter under consideration;
14. to provide that votes are allowed to be cast by electronic means, and proxy may be submitted electronically;
15. to provide that the Board may treat a proxy appointment as valid notwithstanding that the appointment or any of the information required has not been received in accordance with the Articles;
16. to provide that a notification of consent to written resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of the Articles;
17. to amend the relevant provisions to expand the means of servicing notice or document by the Company;
18. to specify when the financial year end of the Company is to conform with the requirement of Cayman Islands law.

The Proposed Amendments and the proposed adoption of the Amended and Restated Articles of Association are subject to the passing of a special resolution by the shareholders (the “**Shareholders**”) of the Company at the forthcoming annual general meeting (the “**AGM**”) of the Company. A circular containing, among others, details of the Proposed Amendments will be despatched to the Shareholders in due course.

By order of the Board
Green Future Food Hydrocolloid Marine Science Company Limited
CHAN Kam Chung
Chairman and Chief Executive Officer

Hong Kong, 20 April 2023

As of the date of this announcement, the Board comprises Mr. CHAN Kam Chung (Chairman and Chief Executive Officer), Mr. GUO Dongxu, Mr. CHAN Shui Yip and Mr. SHE Xiaoying as executive Directors, Mr. GUO Songsen as non-executive Director and Mr. HO Kwai Ching, Mark, Mr. NG Man Kung and Mr. HU Guohua as independent non-executive Directors.