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PUJIANG INTERNATIONAL GROUP LIMITED

浦江國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2060)

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

This announcement is made by Pujiang International Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments (the “**Proposed Amendments**”) to the memorandum and articles of association of the Company (the “**M&A**”) to (a) bring the M&A in line with the relevant requirements of the Listing Rules (including the core shareholder protection standards set out in Appendix 3 to the Listing Rules) and the applicable laws of the Cayman Islands; (b) provide flexibility to the Company in relation to the conduct of general meetings of its members (the “**Members**”); and (c) introduce corresponding and house-keeping amendments. The Board proposes to adopt the second amended and restated memorandum and articles of association (the “**Second M&A**”) which consolidated the Proposed Amendments in substitution for, and to the exclusion of, the existing M&A (the “**Existing M&A**”).

The major Proposed Amendments are summarised as follows:

1. to insert the definitions of “Communication Facilities”, “Person”, “Present” and “Virtual Meeting”, and make corresponding changes to the relevant provisions in the Second M&A;
2. to amend certain definitions to align with the applicable laws of the Cayman Islands and other housekeeping amendments, including “Companies Act”, “dividend”, “electronic”, “Electronic Transactions Act”, “ordinary resolution”, “Secretary”, “share” and “special resolution”, and make corresponding changes to the relevant provisions in the Second M&A;
3. to clarify that a resolution passed by holders of not less than three-fourths of the voting rights of the issued shares of that class is required to modify the rights attached to that class of shares;
4. to specify that the notice regarding the closure of register should be given, among others, on newspapers circulating generally in Hong Kong;
5. to provide that an annual general meeting of the Company shall be held in each financial year and within six months after the end of such financial year;
6. to provide that an extraordinary general meeting can be convened and resolutions be added to the meeting agenda on the written requisition of members holding not less than one-tenth of the voting rights of the issued shares of the Company carrying the right to vote;
7. to specify the right of members to speak and to vote on a show of hands or on a poll at general meetings;
8. to specify a recognised clearing house (or its nominee(s)) may authorize such persons to act as its proxy(ies) or representative(s) at any meeting of the creditors of the Company and to have the right to speak and to vote;
9. to provide that Director appointed either to fill a casual vacancy on the Board or, as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment;

10. to specify members at general meeting shall have the power to remove director without prejudice to any claims for damages under such agreement of the director before the expiration of his term of office;
11. to specify that the Board may elect a chairperson of the Board who shall take the chair at every meeting of the Board;
12. to provide that the appointment, removal and remuneration of the auditor shall be approved by ordinary resolutions of members;
13. to provide that the auditor appointed by the Directors to fill any casual vacancy in the office of auditor, whose remuneration shall be fixed by the Board, shall hold office until the next annual general meeting and shall be subject to reappointment by members;
14. to specify that the Company may by special resolution resolve that the Company be wound up voluntarily;
15. to allow communication facilities to be used in convening general meetings, and to provide that the Directors may determine that any general meeting may be held as a virtual meeting and notice of which shall disclose the communication facilities utilised and related procedures;
16. to provide that chairman of any general meeting shall be entitled to attend and participate at such general meeting by means of communication facilities, and to act as the chairman;
17. to specify that the power of the Company to purchase or acquire its own shares shall only be made in accordance with the Listing Rules;
18. to add that form of transfer of shares can be any standard form of transfer as prescribed by the Exchange;
19. to provide that reasons for the postponed general meeting should be given, the reconvened general meeting should only transact the business in the original meeting, and when any new business is to be transacted at such reconvened meeting, a fresh notice is required; and
20. to provide that the financial year of the Company shall begin on 1st January and end on 31st December in each year.

The Company confirms that there is nothing unusual about the Second M&A for a company listed on the Exchange. The Proposed Amendments and the proposed adoption of the Second M&A is subject to the approval of the Members by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”), and will become effective upon the approval by the Members at the AGM.

A circular containing, among other matters, details of the Proposed Amendments and the proposed adoption of the Second M&A, together with a notice convening the AGM will be despatched to the Members as soon as practicable in compliance with the Listing Rules.

By order of the Board
Pujiang International Group Limited
Dr. Tang Liang
Chairman

Hong Kong, 28 April 2023

As at the date of this announcement, the executive directors of the Company are Dr. Tang Liang, Mr. Zhou Xufeng, Mr. Ni Xiaofeng and Mr. Hua Wei; and the independent non-executive directors of the Company are Mr. Zhang Bihong, Ms. Pan Yingli and Mr. Chen Dewei.