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**China Dongxiang (Group) Co., Ltd.**

**中國動向（集團）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3818)**

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

This announcement is made by China Dongxiang (Group) Co., Ltd. (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**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited 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. As such, the board of directors (the “**Board**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association (the “**Memorandum and Articles**”) of the Company and to adopt the second amended and restated memorandum and articles of association (the “**New Memorandum and Articles**”) of the Company in order to, among other things, (i) bring the Memorandum and Articles in line with amendments made to Appendix 3 to the Listing Rules and applicable laws of the Cayman Islands; (ii) allow the Company to hold electronic and hybrid general meetings; and (iii) make other consequential and housekeeping changes (collectively, the “**Proposed Amendments**”).

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles, are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). The New Memorandum and Articles, as well as the adoption of the New Memorandum and Articles of Association, will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles, together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**China Dongxiang (Group) Co., Ltd.**  
**Chen Yihong**  
*Chairman*

Hong Kong, 12 May 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Chen Yihong, Ms. Chen Chen, Mr. Zhang Zhiyong and Mr. Lyu Guanghong, and the independent non-executive directors of the Company are Dr. Chen Guogang, Mr. Gao Yu and Mr. Liu Xiaosong.*