

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Hong Kong Johnson Holdings Co., Ltd.

香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

**PROPOSED AMENDMENTS TO THE
EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Hong Kong Johnson Holdings 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 (“**Listing Rules**”).

The board (“**Board**”) of directors (“**Director(s)**”) of the Company proposes to amend (“**Proposed Amendments**”) the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) and to adopt the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”) in substitution for, and to the exclusion of the Existing Memorandum and Articles in order to (i) bring the Existing Memorandum and Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make certain housekeeping improvements.

Major changes brought about by the Proposed Amendments are set out below:

1. To update the definition of “**Law**” to bring it in line with the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Act**”);

2. To clarify that all or any of the rights for the time being attached to the shares of any class of shares may be altered either with a consent in writing of the holders of not less than three-fourths of the total voting rights of the issued shares of that class or with the approval of a resolution passed by not less than three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of such holder, and the quorum for such meeting shall be two persons holding or representing by proxy holding not less than one-third of the total voting rights of the issued shares of that class;
3. To provide that the Company may close its register of members on terms equivalent to the relevant section of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
4. To provide that an annual general meeting of the Company shall be held for each financial year, within six months after the end of its financial year, at such time and place as determined by the Board, and to clarify that in a meeting of the shareholders of the Company (“**Shareholder**”) or any class thereof held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, participation in such a meeting in any location(s) shall constitute presence at such meetings;
5. To clarify that one or more Shareholders holding as at the date of deposit of the requisition not less than one-tenth of the total voting rights (on a one vote per share basis) in the share capital of the Company shall by giving such requisition in writing to the Board or the secretary of the Company, have the right to require an extraordinary general meeting to be called for the transaction of any business and for additional resolutions to be added to the agenda of such meeting;
6. To clarify that unless it can be demonstrated that reasonable written notice can be given in less time, an annual general meeting must be called by notice of not less than 21 days and all other extraordinary general meeting must be called by notice of not less than 14 days;
7. To provide that all Shareholders shall have the right to (i) speak at any general meeting; and (ii) vote at any general meeting, except where a Shareholder is, under the Listing Rules, required to abstain from voting to approve the matter under consideration;
8. To clarify that a clearing house may appoint proxies or authorise such persons as it thinks fit to act as its representatives, who shall enjoy rights equivalent to the rights of other Shareholders, at any meeting of the Company (including but not limited to creditor meetings) or at any meeting of any class of Shareholders (including but not limited to general meetings);
9. To clarify that any Director so appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting after his appointment and shall then be eligible for re-election at such meeting;

10. To clarify that the Shareholders may by ordinary resolution remove a Director (including a managing director or other executive director) at any time before the expiration of his period of office, without prejudice to any claim for damages under any contracts;
11. To provide that the Shareholders shall by ordinary resolution appoint one or more firms of auditors at each annual general meeting to hold office until the conclusion of the next annual general meeting;
12. To provide that the Shareholders may, at any general meeting convened and held in accordance with the memorandum and articles of association of the Company, by ordinary resolution remove the auditor at any time before the expiration of its term of office and shall by ordinary resolution at that meeting appoint new auditors in its place for the remainder of the term;
13. To provide that the remuneration of the auditor shall be fixed on the authority of the Shareholders by ordinary resolution in general meeting at which they are appointed or in any other manner as specified in such ordinary resolution;
14. To provide that, unless otherwise determined by the Directors, the financial year of the Company shall end on 31 March each year and shall begin on 1 April each year; and
15. To make other miscellaneous and housekeeping amendments to update, modernise or clarify provisions of the memorandum and articles of association of the Company where it is considered desirable and to better align the wording with the Listing Rules and the Companies Act.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles are subject to the approval of the Shareholders 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 Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

For and on behalf of the Board
Hong Kong Johnson Holdings Co., Ltd.

XIE Hui
Chairman

Hong Kong, 29 June 2023

As at the date of this announcement, the executive Directors are Mr. NG Chun Man (Chief Executive Officer) and Dr. LI Zhuang (Vice President); the non-executive Directors are Mr. XIE Hui (Chairman), Mr. JIN Liang, Mr. YAN Jun, Ms. LI Yanmei, Ms. LEE Wing Yee Loretta, Ms. WONG Ling Fong Lisa and Mr. ZHOU Wenjie; and the independent non-executive Directors are Mr. FAN Chiu Tat Martin, Dr. GUAN Yuyan, Mr. HONG Kam Le, Mr. LEUNG Siu Hong and Ms. RU Tingting.