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CHINA SHUN KE LONG HOLDINGS LIMITED

中國順客隆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 974)

PROPOSED ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION

This announcement is made by China Shun Ke Long Holdings 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 board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that the Board proposes to amend the existing articles of association of the Company (the “**Existing Articles**”) by way of adoption of the amended and restated articles of association (the “**Amended and Restated Articles**”) in substitution for, and to the exclusion of, the Existing Articles, in order to bring the articles of association of the Company in alignment with the Listing Rules and to provide flexibility to the Company in relation to the conduct of general meetings.

Certain major proposed amendments that will be incorporated in the Amended and Restated Articles are summarised as follows:

- (a) to include certain defined terms to align with the applicable laws of the Cayman Islands and the Listing Rules including “announcement”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and to update the relevant provisions in the Existing Articles in this regard;
- (b) to provide that an annual general meeting shall be held in each financial year and within 6 months after the end of the Company’s financial year;
- (c) to delete that (i) an annual general meeting could be called by notice of not less than 20 clear business days, so that such annual general meeting shall be called by notice of not less than 21 clear days, and (ii) an extraordinary general meeting could be called by notice of not less than 10 clear business days, so that an extraordinary general meeting shall be called by notice of not less than 14 clear days;

- (d) to provide that all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion;
- (e) to specify the content of notices convening general meetings;
- (f) to clarify that, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy may constitute the quorum for a general meeting of the Company;
- (g) to revise the provisions on proceedings when a quorum is not present after the time appointed for the meeting;
- (h) to provide that the Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations determined by the Board at its absolute discretion;
- (i) to provide that a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons attending or participating in the meeting to communicate with each other simultaneously and instantaneously, and attendance or participation by such persons (other than the members of the Company) in such a meeting shall constitute presence in person at such meeting;
- (j) to provide that all shareholders have the right to speak and vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (k) to allow instruments of proxy to be returned to the Company by electronic means;
- (l) to provide that a Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until first annual general meeting after the appointment and shall then be eligible for re-election;
- (m) to update the circumstances when the directors must not vote (nor be counted in the quorum) to align with the Listing Rules;
- (n) to allow the appointment of more than one chairman;
- (o) to provide that the Company may by ordinary resolution appoint or remove an auditor before the expiration of his term of office;

- (p) to provide that the Directors may fill any casual vacancy in the office of auditor but while such vacancy continues the surviving or continuing auditor(s), if any, may act. The remuneration of any auditor appointed by the Directors may be fixed by the Board. Such auditor(s) may hold office until the next following annual general meeting of the Company and shall then be subject to appointment by shareholders at such remuneration to be determined by the shareholders;
- (q) to provide for modes of electronic communication between the Company and its shareholders;
- (r) to provide that the financial year end of the Company shall be 31 December in each year unless otherwise determined by the Directors; and
- (s) to make other miscellaneous amendments to update or clarify the provisions of the Existing Articles where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of the Cayman Islands.

The proposed adoption of the Amended and Restated Articles is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Tuesday, 6 June 2023 (the “AGM”) and, if approved, will become effective upon such approval. A circular containing, among other matters, details of the proposed amendments to the Existing Articles which will be incorporated in the Amended and Restated Articles, together with the notice convening the AGM, will be despatched to the shareholders of the Company in due course.

By Order of the Board
China Shun Ke Long Holdings Limited
Shang Duoxu
Chairman and Executive Director

Hong Kong, 18 April 2023

As at the date of this announcement, the executive directors are Mr. Shang Duoxu and Mr. Han Wei; the non-executive director is Ms. Wang Hui; and the independent non-executive directors are Mr. Cheng Hok Kai Frederick, Mr. Wang Yilin and Mr. Zou Pingxue.