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**CHTC FONG'S INTERNATIONAL COMPANY LIMITED**

**中國恒天立信國際有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 641)**

## **PROPOSED ADOPTION OF NEW BYE-LAWS**

This announcement is made by CHTC Fong's International 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 board of directors of the Company (the "**Board**") proposes to amend the existing bye-laws of the Company (the "**Existing Bye-laws**") by adopting a new set of bye-laws in substitution for and to the exclusion of the Existing Bye-laws for the purposes of, among others, (i) conforming to the core standards set out in Appendix 3 to the Listing Rules for shareholder protections; (ii) allowing general meetings of the Company to be held as an electronic meeting or a hybrid meeting; and (iii) incorporating certain housekeeping amendments (collectively the "**Proposed Amendments**").

A summary of the Proposed Amendments is set out as follows:

1. to change the requirement that the shareholders of the Company (the "**Shareholders**") at general meeting shall have the power by ordinary resolution, rather than by special resolution, to remove a director of the Company before the expiration of his term of office (in alignment with paragraph 4(3) of Appendix 3 of the Listing Rules);
2. to change the requirement that an annual general meeting shall be held in each financial year, rather than calendar year, and that the annual general meeting shall be held no more than six months after the end of the financial year end of the Company (in alignment with paragraph 14(1) of Appendix 3 of the Listing Rules);
3. to provide that all Shareholders have the right to speak and vote at general meetings, unless specifically required to abstain from voting by the Listing Rules (in alignment with paragraph 14(3) of Appendix 3 of the Listing Rules);

4. to provide that where any Shareholder is, under the applicable laws and the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted (in alignment with paragraph 14(4) of Appendix 3 of the Listing Rules);
5. to provide that Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying not less than 10% of the rights of voting at general meetings of the Company shall have the right to convene a special general meeting and add resolutions to the agenda for any general meeting of the Company (in alignment with paragraph 14(5) of Appendix 3 of the Listing Rules);
6. to provide that a special resolution of the Shareholders of the class to which the rights are attached shall be required to approve a change to those rights (in alignment with paragraph 15 of Appendix 3 of the Listing Rules);
7. to provide that an ordinary resolution of the Shareholders at general meeting shall be required to appoint and fix the remuneration of the auditors of the Company and that approval by at least two-thirds of votes cast by Shareholders at general meeting shall be required to remove the auditors of the Company (in alignment with paragraph 17 of Appendix 3 of the Listing Rules);
8. to provide that every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person; and a corporation may execute a form of proxy under the hand of a duly authorised officer (in alignment with paragraph 18 of Appendix 3 of the Listing Rules);
9. to provide that a clearing house shall be entitled to appoint proxies or corporate representatives to attend the Company's general meetings and creditors' meetings and those proxies or corporate representatives enjoy rights equivalent to the rights of other Shareholders, including the rights to speak and vote (in alignment with paragraph 19 of Appendix 3 of the Listing Rules);
10. to provide that the Shareholders may inspect during business hours the branch register of members in Hong Kong (in alignment with paragraph 20 of Appendix 3 of the Listing Rules);
11. to allow general meetings of the Company to be held as an electronic meeting or a hybrid meeting;

12. to change the requirement of voting on resolutions at general meetings to by way of poll, rather than on a show of hands, save that the Chairman of the meeting may allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
13. to insert various definitions regarding related amendments to the Listing Rules; and
14. to incorporate other consequential/consistency changes and certain housekeeping amendments and typographical edits and corrections.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting (“AGM”) of the Company and, if approved, will become effective upon such approval.

A circular containing, among other things, (i) details of the Proposed Amendments; and (ii) a notice convening the AGM, is expected to be despatched to the Shareholders on or before 10 May 2022.

On behalf of the Board  
**CHTC Fong’s International Company Limited**  
**Ye Maoxin**  
*Chairman*

Hong Kong, 22 April 2022

*As at the date of this announcement, the Company’s Executive Directors are Mr. Ye Maoxin (Chairman), Mr. Guan Youping (General Manager) and Ms. Guo Yunfei (Financial Controller); the Non-executive Director is Mr. Fong Kwok Leung, Kevin; and the Independent Non-executive Directors are Mr. Tong Wing Chi, Dr. Jiang Gaoming and Mr. Li Jianxin.*