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# 康師傅控股

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

康師傅控股有限公司\*

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

**(Stock Code: 0322)**

## **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is also made by Tingyi (Cayman Islands) Holding Corp. (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 proposes to that certain amendments (the “**Proposed Amendments**”) be made to the existing memorandum of association of the Company (the “**Memorandum of Association**”) and existing articles of association of the Company (the “**Articles of Association**”) to, among other things, bring the existing Articles of Association in line with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules, reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules and make other house-keeping amendments that are consistent with the Proposed Amendments.

Accordingly, the Board proposes to adopt the amended and restated memorandum and articles of association (the “**New Articles**”) in substitution for, and to the exclusion of, the existing Memorandum of Association and Articles of Association.

The major areas of the Proposed Amendments include:

- (1) to include certain defined terms to align with the applicable laws of the Cayman Islands and the Listing Rules including “business days”, “Companies Ordinance”, “Company’s Website”, “electronic”, “electronic means”, “Electronic Transactions Act”, “published on the Exchange’s website”, and to update the relevant provisions in the New Articles in this regard;
- (2) to replace certain defined terms and to align with the relevant provisions in the New Articles;
- (3) to include the giving of notices and communication with shareholders can be by way of electronic means;
- (4) to provide that any Director may be removed by ordinary resolution of the Shareholders;
- (5) to provide that all members have the right to speak at a general meeting;
- (6) to provide that the members may, at any general meeting convened by ordinary resolution remove the auditor at any time before the expiration of his term of office; and
- (7) to provide that the Company may by special resolution resolve to be wound up voluntarily.

The Board is of the view that the Proposed Amendments and the proposed adoption of the New Articles are in the interests of the Company and the Shareholders as a whole.

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“**Annual General Meeting**”), and if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the Annual General Meeting, the existing Memorandum of Association and Articles of Association shall remain valid.

## GENERAL

A circular containing, among other things, details of the proposed adoption of the New Articles, together with a notice convening the Annual General Meeting, will be despatched to the Shareholders as soon as practicable. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the respective resolutions to be proposed at the Annual General Meeting in relation to the proposed adoption of the New Articles.

By order of the Board  
**Tingyi (Cayman Islands) Holding Corp.**  
**Mr. Wei Hong-Ming**  
*Chairman and Executive Director*

Hong Kong, 21 April 2023

*As at the date of this announcement, Mr. Wei Hong-Ming, Mr. Junichiro Ida, Mr. Wei Hong-Chen, Mr. Koji Shinohara, Mr. Yuko Takahashi and Ms. Tseng Chien are executive Directors. Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada are independent non-executive Directors.*

websites: <http://www.masterkong.com.cn>  
<http://www.irasia.com/listco/hk/tingyi>

*\* For identification purposes only*