

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.



信基沙溪集团股份有限公司
XINJI SHAXI GROUP CO., LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3603)

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

This announcement is made by Xinji Shaxi 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 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 set out in Appendix 3 of the Listing Rules.

The board of directors of the Company (the “**Board**”) proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) to (i) bring the Memorandum and Articles of Association in line with the amendments made to the Listing Rules; (ii) enable the Company to convene and hold electronic or hybrid general meetings of the shareholders of the Company (the “**Shareholders**”) and provide provisions regulating the conduct and proceedings of such general meetings; (iii) reflect the prevailing requirements under the applicable laws of the Cayman Islands; and (iv) incorporate certain corresponding and housekeeping amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”).

The Board also proposes to adopt the new amended and restated Memorandum and Articles of Association incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed adoption of the new amended and restated Memorandum and Articles of Association shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting of the Company (the “**2023 AGM**”). A circular containing, amongst other things, (i) details of the Proposed Amendments; (ii) the adoption of the new amended and restated Memorandum and Articles of Association; and (iii) a notice convening the 2023 AGM will be despatched to the Shareholders in due course.

By order of the Board
Xinji Shaxi Group Co., Ltd,
Cheung Hon Chuen
Chairman

Guangzhou, the PRC, 30 March 2023

As at the date of this announcement, the Board comprises Mr. Cheung Hon Chuen as chairman and executive Director; Mr. Mei Zuoting and Mr. Zhang Weixin as executive Directors; Mr. Yu Xuecong, Mr. Lin Lie and Ms. Wang Yixue as non-executive Directors; and Dr. Zeng Zhaowu, Mr. Tan Michael Zhen Shan and Dr. Zheng Decheng as independent non-executive Directors.