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## **DEKON FOOD AND AGRICULTURE GROUP**

### **四川德康農牧食品集團股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2419)**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of Dekon Food and Agriculture Group (the “**Company**”) dated 30 January 2024 in relation to the completion of the full circulation of certain domestic shares of the Company held by certain shareholders of the Company (the “**H Share Full Circulation**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that the Board has considered and approved the resolution on certain proposed amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) to reflect the share capital structure of the Company resulting from the completion of the H Share Full Circulation and to incorporate certain housekeeping amendments.

The Proposed Amendments are set out below.

Article No.	Contents of the Original Articles	Amended to
<b>Article 20</b>	<p>Upon the completion of the initial public issuance of H shares, the shareholding structure of the Company shall be 388,875,636 ordinary shares as follows:</p> <p>(1) 322,755,952 domestic unlisted shares;</p> <p>(2) 66,119,684 H shares, including conversion of 39,207,684 H shares.</p> <p>After the issuance of the above H shares, the Company will register the corresponding change in the registered capital with the company registration authority based on the actual amount of the registered capital of the Company as determined by the capital verification report issued by the certified public accountant, and at the same time report to the local commerce department authorized by the State Council and the securities regulatory authority of the State Council for record.</p> <p>The total number of shares of the Company upon completion of the issuance and listing of H shares is 388,875,636 shares, all of which are ordinary shares.</p>	<p><del>Upon the completion of the initial public issuance of H shares, the shareholding structure of the Company shall be 388,875,636 ordinary shares as follows:</del></p> <p><del>(1) 322,755,952 domestic unlisted shares;</del></p> <p><del>(2) 66,119,684 H shares, including conversion of 39,207,684 H shares.</del></p> <p><del>After the issuance of the above H shares, the Company will register the corresponding change in the registered capital with the company registration authority based on the actual amount of the registered capital of the Company as determined by the capital verification report issued by the certified public accountant, and at the same time report to the local commerce department authorized by the State Council and the securities regulatory authority of the State Council for record.</del></p> <p>The total number of shares of the Company <del>upon completion of the issuance and listing of H shares is</del> 388,875,636 shares, all of which are ordinary shares, <b>comprising 260,811,451 domestic unlisted shares and 128,064,185 H shares.</b></p>

Article No.	Contents of the Original Articles	Amended to
<p><b>Article 115</b></p>	<p>The Board of Directors shall meet regularly, and meetings of the Board of Directors shall be held at least four times a year, which shall be held approximately once each quarter and convened by the chairman of the Board of Directors. The written notice of meeting shall be sent to all directors and supervisors ten days before the date of the meeting.</p> <p>The notice of a meeting shall be deemed to have been issued to a director if he is present at the meeting and does not raise an objection to the non-receipt of such notice prior to or at the time of his arrival at the meeting.</p> <p>Regular or extraordinary board meetings may be held by way of a teleconference or by virtue of other communication devices. In such meetings, so long as the participating directors can hear and communicate with each other, all participating directors are deemed to have participated in the meeting in person.</p>	<p>The Board of Directors shall meet regularly, and meetings of the Board of Directors shall be held at least four times a year, which shall be held approximately once each quarter and convened by the chairman of the Board of Directors. The written notice of meeting shall be sent to all directors and supervisors <del>ten</del> <b>fourteen (14)</b> days before the date of the meeting.</p> <p>The notice of a meeting shall be deemed to have been issued to a director if he is present at the meeting and does not raise an objection to the non-receipt of such notice prior to or at the time of his arrival at the meeting.</p> <p>Regular or extraordinary board meetings may be held by way of a teleconference or by virtue of other communication devices. In such meetings, so long as the participating directors can hear and communicate with each other, all participating directors are deemed to have participated in the meeting in person.</p>

Shareholders should be aware that the Articles of Association are written in Chinese. In the event of discrepancies between the Chinese version and the English translation of the Articles of Association, the Chinese version shall prevail.

The resolution on the proposed amendments to the Articles of Association will be submitted to the 2023 annual general meeting to be held on 10 May 2024 by the Company as a special resolution for consideration and approval by shareholders.

A circular containing, among others, further information on the Proposed Amendments and the notice of the 2023 annual general meeting will be published on the website of the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company at ([www.dekanggroup.com](http://www.dekanggroup.com)) in due course.

By order of the Board  
**Dekon Food and Agriculture Group**  
**四川德康農牧食品集團股份有限公司**  
**Wang Dehui**  
*Chairman of the Board and Executive Director*

People's Republic of China, 8 April 2024

*As at the date of this announcement, the executive directors of the Company are Mr. Wang Dehui, Mr. Wang Degen, Mr. Yao Hailong, Mr. Hu Wei and Mr. Zeng Min; the non-executive director of the Company is Ms. Liu Shan; and the independent non-executive directors of the Company are Mr. Pan Ying, Mr. Zhu Qing and Mr. Fung Che Wai, Anthony.*