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成都四威科技股份有限公司

**CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED**

*(a sino-foreign joint stock company incorporated in the People's Republic of China)*

**(Stock Code: 1202)**

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

This announcement is made by Chengdu SIWI Science and Technology Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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**”).

On 17 February 2023, the China Securities Regulatory Commission (the “**CSRC**”) issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, which include the abolition of the Notice on the Implementation of the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Trial Measures have been effective since 31 March 2023 (the “**New PRC Regulations**”). From the effective date of the Trial Measures, PRC issuers shall formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》). In light of the above New PRC Regulations, the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has made consequential amendments to the Listing Rules which have come into effect since 1 August 2023 to, amongst others, reflect the New PRC Regulations. On 1 August 2023, the CSRC issued the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), pursuant to which more detailed regulations on the appointment of independent directors were stipulated.

In addition, pursuant to the conclusions of the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the Listing Rules was amended with effect from 31 December 2023 such that, among other things, subject to compliance with all applicable laws and regulations, a listed issuer must (i) send or otherwise make available the relevant corporate communication (as defined in the Listing Rules) to the relevant holders of its securities by electronic means, or (ii) publish the relevant corporate communication on its own website and the website of the Stock Exchange. Listed issuers are required to make any necessary changes to their constitutional documents in order to comply with these requirements before their first annual general meeting held after 31 December 2023.

In view of the above, the board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing articles of association of the Company for the purposes of, among others, reflecting (i) the New PRC Regulations, (ii) other requirements of the Listing Rules and the Company Law of the People’s Republic of China (the “**Company Law**”), (iii) the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023, and (iv) the actual situation of the Company (collectively, the “**Proposed Amendments**”).

The Proposed Amendments are subject to consideration and approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on or around 10 May 2024 (the “**AGM**”). The amendments made in accordance with the Company Law involving the shareholders’ meeting and terms of reference of the Board (i.e., Article 4, 52, 56, 72, 75, 90, 98 to 106, and 129 of the revised Articles of Association) will take effect on 1 July 2024, subject to shareholders’ approval, and other amendments will take effect immediately after obtaining shareholders’ approval.

A circular containing, among other things, details of the Proposed Amendments together with a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**Chengdu SIWI Science and Technology Company Limited**  
**Li Tao**  
*Chairman*

Chengdu, the PRC, 10 April 2024

As at the date of this announcement, the Board comprises:

**Executive Directors:** Ms. Li Tao (*Chairman*), Mr. Wu Xiaodong, Mr. Hu Jiangbing, Mr. Zhu Rui, Mr. Jin Tao and Mr. Chen Wei

**Independent Non-executive Directors:** Ms. Fu Wenjie, Mr. Zhong Qishui and Mr. Xue Shujin