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Kwong Luen Engineering Holdings Limited

廣聯工程控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1413)

PROPOSED ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Kwong Luen Engineering Holdings 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**”).

PROPOSED ADOPTION OF THE SECOND AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose the adoption of the second amended and restated memorandum and articles of association (the “**Amended M&A**”) of the Company to replace the existing amended and restated memorandum and articles of association of the Company. The proposed adoption of the Amended M&A is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

The major proposed amendments to the existing memorandum and articles of association of the Company are summarised as follows:

1. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
2. to provide that any director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
3. to expressly state that shareholders shall have the right to speak and vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
4. to change the requirement for a special resolution to remove an auditor to an ordinary resolution;

5. to state the financial year end of the Company; and
6. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The main reasons for the adoption of the Amended M&A are to: (i) reflect changes to the requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make other consequential and housekeeping changes.

GENERAL

The Board considers that the proposed adoption of the Amended M&A is in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the proposed adoption of the Amended M&A, together with a notice convening the AGM will be despatched to the Shareholders on or around 15 July 2022.

By order of the Board
Kwong Luen Engineering Holdings Limited
YIP Kwong Cheung
Chairman

Hong Kong, 24 June 2022

As at the date of this announcement, the executive directors are Mr. YIP Kwong Cheung and Ms. KWAN Chui Ling; and the independent non-executive directors are Ms. CHENG Shing Yan, Mr. WONG Yiu Kit Ernest and Mr. TANG Sher Kin.