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**中国科技产业集团有限公司**  
**CHINA TECHNOLOGY INDUSTRY GROUP LIMITED**  
*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8111)

## **PROPOSED ADOPTION OF AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by China Technology Industry Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to the proposed adoption of the second amended and restated articles of association of the Company (the “**Amended Articles**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing articles of association of the Company (the “**Articles**”) pursuant to the amendments to Chapter 17 of and Appendix 3 to the GEM Listing Rules in relation to the enhanced listing regime for overseas issuers which took effect on 1 January 2022, and to make some other housekeeping amendments. The Board proposes to adopt the Amended Articles in substitution for, and to the exclusion of, the existing Articles.

A summary of the major changes brought about by the adoption of the Amend Articles are set out below:

1. to delete the definition of “Companies Law” and insert the definition of “Companies Act”, and replace all the references to “Companies Law” with “Companies Act” in the relevant articles;
2. to delete the definition of “associates” and insert the definition of “close associate”, and replace all the references to “associates” with “close associate” in the relevant articles;

3. to provide flexibility by excluding the application of Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands;
4. to provide that an annual general meeting of the Company shall be held in each financial year within six months after the end of the Company's financial year (unless a longer period would not infringe the GEM Listing Rules);
5. to provide that notice of not less than 21 clear days shall be given for convening an annual general meeting and not less than 14 clear days for other general meetings (including extraordinary general meetings) in compliance with the GEM Listing Rules;
6. to provide that all shareholders of the Company (the "**Shareholders**") have the right to speak or communicate at a general meeting and vote at a general meeting except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
7. to provide that two persons appointed by the clearing house as authorised representative or proxy and entitled to vote shall form the quorum for a general meeting;
8. to provide that the Company shall not make any loan, directly or indirectly, to a Director or a body corporate controlled by a Director or his close associates if and to the extent it would be prohibited by the Companies Ordinance (Cap. 622 of the laws of Hong Kong) if the Company were a company incorporated in Hong Kong;
9. to change the circumstances in which an interested Director may vote and be counted in the quorum at a Board meeting following the requirement of the GEM Listing Rules;
10. to provide that the Shareholders may, at any general meeting convened and held in accordance with the Amended Articles, remove the auditor of the Company (the "**Auditor**") at any time before the expiration of his term of office by ordinary resolution, instead of by special resolution;
11. to provide that the remuneration of the Auditor shall be fixed by the Company in general meeting by ordinary resolution or in such manner as the Shareholders may determine; and
12. to provide that the financial year end of the Company shall be 31 of March in each year unless otherwise determined by the Directors.

The proposed adoption of the Amended Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”). A circular containing, among other things, particulars relating to the proposed amendments to the existing Articles brought about by the adoption of the Amended Articles together with a notice convening the AGM will be despatched to the Shareholders in August 2022.

By order of the Board  
**China Technology Industry Group Limited**  
**Chiu Tung Ping**  
*Chairman*

Hong Kong, 10 August 2022

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

*Executive Directors:*

Chiu Tung Ping (*Chairman*)

Yuen Hing Lan

Hu Xin

Tse Man Kit Keith

*Independent non-executive Directors:*

Ma Xingqin

Shan Jinlan

Wang Zhuchen

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the Company’s website at [www.chinatechindgroup.com](http://www.chinatechindgroup.com).*