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Ruicheng (China) Media Group Limited
瑞誠(中國)傳媒集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1640)

**PROPOSED AMENDMENTS TO AND ADOPTION OF THE AMENDED
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Ruicheng (China) Media Group 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**”).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes to (a) amend the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) and to adopt a second amended and restated Memorandum and Articles of Association in order to (i) bring the existing Memorandum and Articles of Association in line with relevant requirements of the applicable laws and the Listing Rules, including the amendments in respect of the shareholder protection standards set out in Appendix 3 and Chapter 13 of the Listing Rules, which became effective from 1 January 2022; and (ii) introduce corresponding as well as house-keeping amendments (collectively, the “**Proposed Amendments**”).

Major changes brought about by the Proposed Amendments include the following:

1. to provide that the Company shall hold an annual general meeting in each financial year and such annual general meeting shall be held within six months after the end of the Company’s financial year;
2. to provide that a shareholder of the Company (each a “**Shareholder**” and collectively, the “**Shareholders**”) being a clearing house may by its authorized representative or proxy be counted in and form a quorum at any general meeting and have the right to speak and vote;
3. to provide that a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands in which case every Shareholder present in person or by proxy shall have one vote;

4. to provide that all Shareholders shall have the right to (i) speak at a general meeting; and (ii) 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;
5. to provide that any person appointed by the Directors or the Shareholders to fill a casual vacancy on or as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
6. to clarify that the removal of the auditor of the Company before the expiration of its term of office shall be approved by the Shareholders by way of an ordinary resolution at any general meeting;
7. to provide that the financial year end of the Company shall be the 31st of December in each year, unless otherwise determined by the Directors; and
8. to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wordings in the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments and the second amended and restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company expected to be held on 6 June 2023 (the “AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments and the second amended and restated Memorandum and Articles of Association, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Ruicheng (China) Media Group Limited
Wang Xin
Chairlady and Executive Director

Hong Kong, 19 April 2023

As at the date of this announcement, the executive Directors are Ms. Wang Xin, Ms. Li Na and Mr. Leng Xuejun, and the independent non-executive Directors are Mr. Li Xue, Mr. Wu Ke and Mr. How Sze Ming.