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KOS International Holdings Limited

高奧士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8042)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by KOS International Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum of association and articles of association of the Company (the “**Existing M&A**”) by adopting a new set of memorandum of association and articles of association of the Company (the “**New M&A**”) in substitution for and to the exclusion to the Existing M&A in order to, among other things, permit the Company to (i) hold hybrid general meetings and electronic general meetings; (ii) bring the existing Articles of Association in line with amendments made to the applicable laws of the Cayman Islands and the GEM Listing Rules; and (iii) incorporate certain housekeeping amendments (collectively the “**Proposed Amendments**”).

The major proposed amendments in the New M&A are summarised as follows:

1. to provide for shareholders right to speak and vote at a general meeting except a shareholder is required, by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
2. to allow all general meetings of the Company to be held by means of telephone, electronic or other communication facilities;
3. to provide for shareholders right to appoint, remove and fix the remuneration of the auditor of the Company;

4. to provide for shareholders right to voluntarily wind up the Company;
5. to amend the definition of “special resolution” and add a new definition of “supermajority resolution”; and
6. other amendments to better align with the wordings in the GEM Listing Rules, the applicable laws of the Cayman Islands and the relevant provisions in the Existing M&A.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company expected to be held on 12 May 2022 (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the New M&A when compared with the Existing M&A together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By Order of the Board
KOS International Holdings Limited
Chan Ka Kin Kevin
Chairman

Hong Kong, 23 March 2022

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chan Ka Kin Kevin (Chairman), Mr. Chan Ka On Eddie and Mr. Chan Ka Shing Jackson; and three independent non-executive Directors, namely, Mr. Poon Kai Kin, Dr. Lau Kin Shing Charles and Mr. Cheung Wang Kei Wayne.

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 enquires, 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 GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its publication and on the Company’s website at www.kos-intl.com.