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## **BENG SOON MACHINERY HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1987)**

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

This announcement is made by Beng Soon Machinery 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**”).

To reflect recent amendments made to the relevant Listing Rules, including Appendix 3 to the Listing Rules with effect from 1 January 2022, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes that the Company amends the existing amended and restated articles of association of the Company (the “**Existing Articles**”) in order to bring the Existing Articles in line with the latest legal and regulatory requirements under the applicable laws of the Cayman Islands and the Listing Rules. Major changes brought about by the proposed amendments to the Existing Articles (the “**Proposed Amendments**”) are set out as follows:

1. to update the definition of “Companies Law” to “Companies Act” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
2. 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 (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any);
3. to provide that all shareholders of the Company (the “**Shareholders**”) shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
4. to provide that every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer;
5. to clarify that remuneration of the auditor of the Company shall be fixed by ordinary resolution in general meeting or in such manner as the Shareholders may determine by a body that is independent of the Board;

6. to provide that the financial year end of the Company shall be 31 December in each year, unless otherwise determined by the Directors; and
7. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The Board proposes that the Company adopts the second amended and restated articles of association of the Company (the “**New Articles**”) in substitution for, and to the exclusion of, the Existing Articles.

The Proposed Amendments and the adoption of the New Articles are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) to be held in due course and shall take effect on the date the relevant special resolution is approved at the AGM.

A circular containing, among other things, further details of the Proposed Amendments and a notice of the AGM will be despatched to the Shareholders as soon as possible.

By Order of the Board  
**BENG SOON MACHINERY HOLDINGS LIMITED**  
**TAN CHEE BENG**  
*Chairman and Chief Executive Officer*

Hong Kong, 28 April 2023

*As at the date of this announcement, the Company’s Board of Directors comprises the following members: (a) Mr. Tan Chee Beng (who is also the Chairman and Chief Executive Officer of the Company), Mr. Tan Wei Leong, Ms. Tang Ling Ling, Mr. Cheung Kam Fai and Mr. Ngan Kin Fung as Executive Director; and (b) Mr. Wee Chorng Kien, Mr. Leung Kee Wai and Mr. Leung Yau Wan John as Independent Non-executive Directors.*