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KANGDA INTERNATIONAL ENVIRONMENTAL COMPANY LIMITED

康達國際環保有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6136)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

This announcement is made by Kangda International Environmental Company 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 of directors (the “**Board**”) of the Company proposed to make certain amendments to the articles of association of the Company (the “**Articles of Association**”) in order to optimize the organization of the Company’s corporate governance and in accordance with the Listing Rules and other applicable rules and regulations. The proposed amendments are primarily for the purpose of facilitating the operation of a co-chairman structure for the Board and are subject to Company’s shareholders’ approval by way of a special resolution at the annual general meeting of the Company to be held on Wednesday, 5 June 2019 (the “**Annual General Meeting**”).

Details of the proposed amendments are as follows:

(a) The current Article 63 of the Articles of Association:

“The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

is hereby proposed to be amended as follows:

“The Company shall have two (2) co-chairmen at all times. One of the co-chairmen of the Company, by rotation, shall preside as chairman at every general meeting. If at any meeting the co-chairman, who by rotation shall preside the meeting, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the other co-chairman, if present, shall act as the chairman. If the other co-chairman is not present or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

(b) The current Article 115 of the Articles of Association:

“The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

is hereby proposed to be amended as follows:

“One of the co-chairmen of the Company, by rotation, shall preside as chairman at every meeting of the Board and the Board may elect one or more deputy chairman of its meetings and determine the period for which such person(s) will hold such office. If at any meeting the co-chairman, who by rotation shall preside the meeting, is not present within five (5) minutes after the time appointed for holding the meeting, the other co-chairman, if present, shall act as the chairman. If at any meeting neither of the co-chairmen is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

(c) The current Article 124 of the Articles of Association:

- “(1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.
- (2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election to such office shall take place in such manner as the Directors may determine.
- (3) The officers shall receive such remuneration as the Directors may from time to time determine.”

is hereby proposed to be amended as follows:

- “(1) The officers of the Company shall consist of two (2) chairmen, the Directors and the Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.
- (2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors two (2) co-chairmen and if more than two (2) Directors are proposed for this office, the election to such office shall take place in such manner as the Directors may determine.
- (3) The officers shall receive such remuneration as the Directors may from time to time determine.”

A special resolution will be put to the shareholders of the Company at the forthcoming Annual General Meeting for approving, among other things, the proposed amendments to the Articles of Association.

A circular containing, among other things, details of the proposed amendments to the Articles of Association will be despatched to the Shareholders in due course.

By order of the Board
Kangda International Environmental Company Limited
ZHAO Juanxian (alias, ZHAO Junxian)
Chairman

Hong Kong, 25 April 2019

As at the date of this announcement, the Board comprises 7 directors, namely Mr. ZHAO Juanxian (alias, ZHAO Junxian), Mr. LI Zhong, Ms. LIU Yu Jie and Mr. DUAN, Jerry Linnan as executive directors; and Mr. CHAU Kam Wing, Mr. CHANG Qing and Mr. PENG Yongzhen as independent non-executive directors.