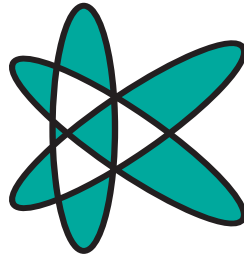


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Okura Holdings Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 01655)**

### **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Okura 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**”).

In view of the latest changes to Appendix 3 to the Listing Rules, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated articles of association (the “**Existing Articles**”) of the Company.

The proposed amendments to the Existing Articles (the “**Proposed Amendments**”) set out certain changes pursuant to the Companies Ordinance (Cap. 622 of the laws of Hong Kong) (the “**Companies Ordinance**”) and Appendix 3 to the Listing Rules. In addition, other house-keeping amendments have also been incorporated to reflect consequential update changes in conjunction with the Proposed Amendments.

A summary of the major Proposed Amendments is set forth below:

- (i) to provide that the register (the “**Register**”) of shareholders of the Company (the “**Shareholders**”) shall be open for inspection and that the Company may close the Register in accordance with the Companies Ordinance;
- (ii) to provide that the necessary quorum for general meetings to approve the variation of rights, including adjourned meetings, shall be no less than two persons holding or representing by proxy at least one-third in the total voting rights of the issued shares of that class;

- (iii) to provide that an annual general meeting of the Company must be held within six months after the end of the Company's financial year;
- (iv) to provide that all eligible Shareholders have the right to attend and speak at a general meeting;
- (v) to provide that Shareholders may exercise their voting rights at general meetings except where required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (vi) to allow a proxy or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation to exercise the same powers on behalf of the Shareholder which he or they represent as such Shareholder could exercise, including the right to vote and the right to speak;
- (vii) to allow a duly authorised representative of any corporation which is a Shareholder to attend and vote at any meeting of the Company;
- (viii) to clarify that the rights and powers an authorised representative of the Hong Kong Securities Clearing Company Limited as a Shareholder could exercise include the right to vote and the right to speak;
- (ix) to clarify that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
- (x) to clarify the circumstances in which an interested Director may vote and be counted in quorum at a Board meeting following the requirement of the Listing Rules;
- (xi) to provide the financial year end of the Company;
- (xii) to clarify that the remuneration of auditors must be fixed by the Shareholders by ordinary resolution;
- (xiii) to provide that the Company may be wound up voluntarily by special resolution and other means set out in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong);
- (xiv) to allow the alteration of any provisions of the Existing Articles by way of a special resolution in a general meeting; and
- (xv) any other consequential and housekeeping changes.

The Proposed Amendments were prepared in the English language. In the event of any discrepancy between the English version and the Chinese translation of the Proposed Amendments, the English version shall prevail.

In view of the number of amendments proposed to be made to the Existing Articles, the Board further proposes that the Company adopts a new set of amended and restated articles of association (the “**New Articles**”) incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles.

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 22 November 2022 (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New Articles, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board  
**Okura Holdings Limited**  
**Katsuya YAMAMOTO**

*Chief Executive Officer, Executive Director and  
Chairman of the Board*

Hong Kong, 28 September 2022

*As at the date of this announcement, the Board comprises six Directors, of which (i) three are executive Directors, namely Mr. Katsuya YAMAMOTO, Mr. Yutaka KAGAWA and Mr. Toshiro OE; and (ii) three are independent non-executive Directors, namely Mr. Mitsuru ISHII, Mr. Yuji MATSUZAKI and Mr. Kazuyuki YOSHIDA.*