

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



## **ECO-TEK HOLDINGS LIMITED**

### **環康集團有限公司\***

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

(Stock code: 8169)

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND AN AUDIT COMMITTEE MEMBER OF THE COMPANY**

In view of the Companies (Amendment) Ordinance 2003 which has come into effect on 13 February 2004 and the amendments made to the GEM Listing Rules relating to corporate governance issues which have become effective on 31 March 2004, the Board proposed to amend the Articles of the Company.

The proposed amendments to the Articles are subject to the approval of the shareholders of the Company by way of a special resolution at the EGM. A circular containing, amongst other things, details of the proposed amendments to the Articles will be dispatched to the shareholders of the Company as soon as practicable.

According to Rules 5.08(1) and 5.28 of the GEM Listing Rules, the Company should appoint one independent non-executive director and one audit committee member who has appropriate professional qualifications or accounting or related financial management expertise by 30 September 2004. Despite the Company's continuous effort in the last few months in identifying a suitable candidate to fulfill all the requirements in Rules 5.08(1) and 5.28 of the GEM Listing Rules, the Company only managed to identify a suitable candidate around the end of September 2004. The Company is currently preparing the documents for the application of that candidate's appointment as the independent non-executive director of the Company. Such application as the Company's independent non-executive director will be made with the Stock Exchange shortly. The Company will make separate announcement in relation to such appointment of independent non-executive director and audit committee member in due course.

#### **Proposed amendments to the articles of association ("Articles") of the Company**

The board of directors (the “Board”) of Eco-Tek Holdings Limited (the “Company”) announces that in view of the Companies (Amendment) Ordinance 2003 which has come into effect on 13 February 2004 and the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) relating to corporate governance issues which have come into effect on 31 March 2004, the Board proposed to amend the Articles of the Company. The proposed amendments mainly involve the followings:

- (a) Inserting in Article 2 new definition of “associate” so that it will have the same meaning as that defined in the GEM Listing Rules;
- (b) Amending Article 76 so as to reflect the restriction on voting by members of the Company as required by the amended Appendix 3 to the GEM Listing Rules;
- (c) Amending Article 88 so as to set out requirements on period during which notice may be given by a person other than a Director to propose a person for election as a Director; and
- (d) Amending Article 103 so as to reflect the restriction on voting by a Director on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested.

The proposed amendments to the Articles are subject to the approval of the shareholders of the Company by way of a special resolution at an extraordinary general meeting (“EGM”) which will be convened for the purposes of, inter alia, considering and approving such special resolution.

A circular containing, amongst other things, details of the proposed amendments to the Articles will be dispatched to the shareholders of the Company as soon as practicable.

### **Proposed appointment of an independent non-executive director and an audit committee member of the Company**

As at the date hereof, the Company has three independent non-executive directors who are also members of the Company’s audit committee, and none of them possess professional qualifications or accounting or related financial management expertise as required under Rules 5.05(2) and 5.28. According to Rules 5.08(1) and 5.28 of the GEM Listing Rules, the Company should appoint one independent non-executive director and one audit committee member who has appropriate professional qualifications or accounting or related financial management expertise by 30 September 2004. Despite the Company’s continuous effort in the last few months in identifying a suitable candidate to fulfill all the requirements in Rules 5.08(1) and 5.28 of the GEM Listing Rules, the Company only managed to identify a suitable candidate around the end of September 2004. The Company is currently preparing the documents for the application of that candidate’s appointment as the independent non-executive director of the Company. Such application as the Company’s independent non-executive director will be made with the Stock Exchange shortly. The Company will make separate announcement in relation to such appointment of independent non-executive director and audit committee member in due course.

### **Directors of the Company**

As at the date of this announcement, the directors are as follows:

**Executive directors:**

Dr. Chiang Lily  
Dr. Pau Kwok Ping  
Mr. Shah Tahir Hussain

**Non-executive directors:**

Dr. Lui Sun Wing  
Mr. Young Meng Cheung Andrew

**Independent Non-executive directors:**

Ms. Chan Siu Ping Rosa  
Mr. Takeuchi Yutaka  
Professor Ni Jun

**By order of the Board  
Eco-Tek Holdings Limited**

**Pau Kwok Ping**  
*Managing Director*

Hong Kong, 30 September 2004

*\* For identification purpose only.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of publication.*