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**粵海制革有限公司**

**GUANGDONG TANNERY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1058)**

**PROPOSED AMENDMENTS TO  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The board of directors of Guangdong Tannery Limited (the “Company”) proposes to amend the memorandum and articles of association (the “Memorandum and Articles”) of the Company and to adopt the new articles of association (the “New Articles”) of the Company, subject to the approval by the shareholders (the “Shareholders”) of the Company by way of a special resolution at the forthcoming extraordinary general meeting (the “EGM”), for the purposes of bringing the constitution of the Company in line with the provisions of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), which came into effect on 3 March 2014, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and fine-tuning the existing articles of association of the Company and for other administrative and housekeeping purposes.

A circular containing details of the proposed amendments to the Memorandum and Articles and the adoption of the New Articles, together with the notice convening the EGM, is to be despatched to the Shareholders on 29 May 2014.

By order of the Board  
**CHEN Hong**  
*Chairman*

Hong Kong, 28 May 2014

*As at the date of this announcement, the board of the directors of the Company comprises two Executive Directors, namely Mr. Chen Hong and Mr. Sun Jun; three Non-Executive Directors, namely Mr. Liu Bing, Mrs. Ho Lam Lai Ping, Theresa and Mr. Qiao Jiankang; and three Independent Non-Executive Directors, namely Mr. Fung Lak, Mr. Choi Kam Fai, Thomas and Mr. Chan Cheong Tat.*