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Wan Kei Group Holdings Limited

宏基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1718)

**PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION
OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Wan Kei Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the proposed amendments to the amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the Existing Memorandum and Articles in order to, among other things, (i) align with the requirements of the core shareholder protection standards (the “**Core Shareholder Protection Standards**”) under Appendix 3 to the Listing Rules and the applicable laws and regulations of the Cayman Islands; (ii) allow general meetings of the Company to be held as electronic meetings or hybrid meetings where shareholders of the Company (the “**Shareholders**”) may attend and vote by electronic means in addition to or in place of attending physical meetings in person; and (iii) incorporate housekeeping amendments and corresponding consequential changes (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”) incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The Proposed Amendments to the Existing Memorandum and Articles and the proposed adoption of the New Memorandum and Articles is subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company (the “AGM”) scheduled to be held on 30 August 2023. The New Memorandum and Articles will come into effect if the relevant special resolution is passed at the AGM. A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
Wan Kei Group Holdings Limited
Yan Shuai
Chairman

Hong Kong, 18 July 2023

As at the date of this announcement, the executive Directors are Mr. Yan Shuai and Mr. Zhu Jiayu; the non-executive Directors are Mr. Zhang Zhenyi and Mr. Chui Kwong Kau; and the independent non-executive Directors are Mr. Lo Wa Kei Roy, Mr. Leung Ka Fai Nelson and Mr. Eric, Todd.