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## **SHEUNG YUE GROUP HOLDINGS LIMITED**

### **上諭集團控股有限公司**

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

**(Stock Code: 1633)**

## **PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Sheung Yue Group 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**”).

On 1 January 2022, the Listing Rules were amended by, among other things, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing memorandum of association and articles of association of the Company (the “**Existing Memorandum and Articles**”) to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes (such proposed amendments to the Existing Memorandum and Articles are collectively referred to as the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum and articles of association which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety (the “**Amended and Restated Memorandum and Articles of Association**”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Memorandum and Articles in line with the recent amendments to the Listing Rules and the applicable laws of the Cayman Islands;
- (b) to replace all references to “Companies Law” with “Companies Act”, and make corresponding changes to relevant provisions of the existing articles of association (the “**Articles**”), including the insertion of the definition of “Act” and the deletion of the definition of “Law”;
- (c) to update the address of the registered office of the Company in the Cayman Islands;

- (d) to delete the provision in relation to the Company's purchases for redemption of a redeemable share of the Company not made through the market or by tender;
- (e) to provide that for all purposes the quorum for a general meeting shall be two (2) shareholders of the Company (the "**Shareholders**") entitled to vote and present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy;
- (f) to provide for Shareholders right to speak and vote at a general meeting except a Shareholder is required, by the Listing Rules or the rules, codes or regulations of any competent regulatory authority to abstain from voting to approve the matter under consideration;
- (g) an annual general meeting of the Company to be held in each financial year, and such annual general meeting shall be held, within six (6) months after the end of the Company's financial year;
- (h) all directors appointed by the board to fill a casual vacancy or as an addition to the Board shall hold office until the next annual general meeting, at which time they shall retire and be eligible for re-election;
- (i) requirement of an ordinary, rather than special, resolution of members to remove the Company's auditors and specifying the appointment of the Company's auditors and the fixing of the remuneration of the Company's auditors shall be ordinary resolution;
- (j) to provide that the financial year end of the Company shall be the 31st day of March in each year which is a requirement under the Companies Act; and
- (k) to make other miscellaneous amendments to update, modernise or clarify provisions of the Existing Memorandum and Articles where it is considered desirable and to better align the wordings with the Listing Rules and the Companies Act of the Cayman Islands.

The Proposed Amendments shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting to be held by the Company (the "**AGM**"). A circular containing, among other matters, 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  
**Sheung Yue Group Holdings Limited**  
**Chan Lap Wai Gary**  
*Chairman*

Hong Kong, 6 July 2022

*As at the date of this announcement, the Board comprises Mr. Chan Lap Wai Gary (Chairman), Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda as executive Directors, and Mr. Li Hon Hung, BBS, MH, JP, Mr. Cheng Chi Hung and Mr. Wong Yip Kong as independent non-executive Directors*