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## **VIVA CHINA HOLDINGS LIMITED** **非凡中國控股有限公司**

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

**(Stock Code: 8032)**

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

The board (the “**Board**”) of directors (the “**Directors**”) of Viva China Holdings Limited (the “**Company**”) proposes to amend the existing memorandum of association (the “**Memorandum**”) and the existing articles of association (the “**Articles of Association**”) of the Company by way of adoption of the amended and restated memorandum of association and the amended and restated articles of association of the Company respectively (together, the “**Amended and Restated Memorandum and Articles of Association**”).

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

The Board proposes to amend the Memorandum and the Articles of Association (the “**Proposed Amendments**”) by way of adoption of the Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and the Articles of Association respectively, for the purposes of, among others, (i) bringing the memorandum and articles of association of the Company in line with the amended Appendix 3 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited which took effect on 1 January 2022 and the applicable laws of the Cayman Islands; and (ii) making certain minor housekeeping amendments to the Memorandum and the Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the Proposed Amendments.

The Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association will become effective upon the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolutions at the forthcoming extraordinary general meeting (the “**EGM**”).

The details of the Proposed Amendments and the proposed adoption of the Amended and Restated Memorandum and Articles of Association, together with the notice convening the EGM, which will be set out in the circular of the Company to be despatched to the Shareholders in due course.

By Order of the Board  
**VIVA CHINA HOLDINGS LIMITED**  
**LI Ning**  
*Chairman and Chief Executive Officer*

Hong Kong, 13 September 2022

*Executive Directors:*

Mr. LI Ning (*Chairman and Chief Executive Officer*)  
Mr. LI Chunyang  
Mr. LI Qilin

*Non-executive Directors:*

Mr. Victor HERRERO  
Mr. MA Wing Man

*Independent non-executive Directors:*

Mr. LI Qing  
Mr. PAK Wai Keung, Martin  
Mr. WANG Yan

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least seven days from the date of its posting and the Company’s website at [www.vivachina.hk](http://www.vivachina.hk).*