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KEEN OCEAN INTERNATIONAL HOLDING LIMITED

僑洋國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8070)

PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Keen Ocean International Holding Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend its existing memorandum and articles of association (the “**Existing Memorandum and Articles**”) by way of adoption of the second amended and restated memorandum and articles of association incorporating the Proposed Amendments (the “**New Memorandum and Articles**”) in substitution for and to the exclusion of the Existing Memorandum and Articles in their entirety to, among others, (i) bring the Existing Memorandum and Articles in line with the relevant requirements of the GEM Listing Rules (in particular the core shareholder protection standards set out in Appendix 3) and the applicable laws of the Cayman Islands; and (ii) make other consequential and housekeeping amendments to the Existing Memorandum and Articles (the “**Proposed Amendments**”).

The Proposed Amendments and the adoption of the New Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). The New Memorandum and Articles, if approved by the Shareholders, will become effective upon the approval by the Shareholders by way of a special resolution at the AGM.

A circular containing, among other things, particulars relating to the Proposed Amendments and the adoption of the New Memorandum and Articles together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By Order of the Board
Keen Ocean International Holding Limited
Chung Chi Hang, Larry
Chairman

Hong Kong, 14 March 2023

As at the date of this announcement, the executive Directors are Mr. Chung Chi Hang, Larry, Mr. Chung Tin Shing and Mr. Wong Shek Fai, Johnson; and the independent non-executive Directors are Mr. Cheung Yee Tak, Jonathan, Mr. Li Chung Pong, Stephen and Mr. Lam Chon Loi.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and will also be published on the Company’s website at www.keenocean.com.hk.