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Baiying Holdings Group Limited

百應控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8525)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Baiying Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to (i) amend the existing amended and restated memorandum of association of the Company and the existing amended and restated articles of association of the Company (collectively, the “**Memorandum and Articles Association**”) in order to bring the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022, to enable the Company to convene and hold electronic or hybrid general meetings of the shareholders of the Company (the “**Shareholders**”), and to provide the Company with more flexibility to adapt to changing market practices and needs; and (ii) adopt the second amended and restated memorandum of association of the Company and the second amended and restated articles of association of the Company (collectively, the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of the Memorandum and Articles of Association. The Board also proposes certain minor house-keeping amendments to the Memorandum and Articles of Association for the purpose of clarifying existing practices and making consequential amendments in line with the aforementioned proposed amendments (the “**Proposed Amendments**”).

The Proposed Amendments as well as the proposed adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting (the “AGM”) of the Company to be convened on Thursday, 15 June 2023. A circular of the Company containing, among other things, details concerning the Proposed Amendments, the proposed adoption of the New Memorandum and Articles of Association, together with a notice convening the AGM, will be dispatched to the Shareholders in due course.

By order of the Board
Baiying Holdings Group Limited
Zhou Shiyuan
Chairman

Hong Kong, 24 March 2023

As at the date of this announcement, the executive Directors are Mr. Zhou Shiyuan, Mr. Chen Xinwei and Mr. Huang Dake; the non-executive Director is Mr. Ke Jinding; and the independent non-executive Directors are Mr. Chen Chaolin, Mr. Xie Mianbi and Mr. Tu Liandong.

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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) 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 Announcements” page of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company’s website at www.byleasing.com.