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Takbo Group Holdings Limited

德寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8436)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Takbo Group Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) in relation to (i) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) and (ii) the proposed adoption of the new second amended and restated memorandum and articles of association (the “**New Memorandum and Articles of Association**”).

The GEM Listing Rules were amended by, among others, 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 GEM Listing Rules, which took effect on 1 January 2022. The board of directors of the Company (the “**Board**”) proposes to make certain amendments (the “**Proposed Amendments**”) to the Existing Memorandum and Articles of Association (i) to conform to the said core standards for shareholder protections and the relevant requirements of the applicable laws of the Cayman Islands; (ii) to provide flexibility to the Company in relation to the conduct of general meetings; and (iii) to incorporate certain housekeeping changes. The Board also proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be held in May 2023 (the “**AGM**”). The New Memorandum and Articles of Association will take effect on the date on which the Proposed Amendments are approved by the Shareholders 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 as soon as practicable.

By Order of the Board
Takbo Group Holdings Limited
Or Naam

Executive Director and Chief Executive Officer

Hong Kong, 28 March 2023

As at the date of this announcement, the executive Directors are Mr. Or Naam, Ms. Chan Hoi Yan Polly and Mr. Or Huen; and the independent non-executive Directors are Mr. Tan Chong Huat, Mr. Sung Chi Keung and Mr. Hui Ha Lam.

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 the GEM of The Stock Exchange of Hong Kong Limited 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 on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company’s website at www.takbogroup.com.