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## **IAG HOLDINGS LIMITED**

### **官酝控股有限公司**

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

**(Stock code: 8513)**

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

This announcement is made by IAG Holdings 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**”).

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose the adoption of the second amended and restated memorandum and articles of association (the “**Amended Memorandum and Articles**”) of the Company to replace the existing amended and restated memorandum and articles of association of the Company. The proposed adoption of the Amended 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 major proposed amendments to the existing amended and restated memorandum and articles of association of the Company are summarised as follows:

1. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
2. to amend the notice period for a general meeting to follow the requirement of the GEM Listing Rules;
3. to provide that any director appointed by the Board to fill a casual vacancy shall hold office until the next first annual general meeting of the Company and shall be subject to re-election;

4. to expressly state that shareholders shall have the right to speak and vote at a general meeting except where a shareholder is required by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
5. to change the requirement for a special resolution to remove an auditor to an ordinary resolution;
6. to allow the Company to hold hybrid general meetings; and
7. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The main reasons for the adoption of the Amended Memorandum and Articles are to: (i) reflect certain amendments in the applicable laws of the Cayman Islands and the GEM Listing Rules; and (ii) make other consequential and housekeeping changes.

## **GENERAL**

The Board considers that the proposed adoption of the Amended Memorandum and Articles are in the interests of the Company and the Shareholders as a whole. A circular containing, among other matters, details of the proposed adoption of the Amended Memorandum and Articles, together with a notice convening the AGM will be despatched to the Shareholders on or around 30 March 2023.

On behalf of the Board of  
**IAG Holdings Limited**  
**PHUA Swee Hoe**  
*Chairman and executive Director*

Hong Kong, 30 March 2023

*As at the date of this announcement, the executive Directors are Mr. PHUA Swee Hoe, Mr. LI Chun Fung and Ms. WU Haiyan; the non-executive Director is Mr. TAY Koon Chuan; and the independent non-executive Directors are Dr. CHEUNG Ka Yue, Mr. LIANG Qianyuan and Mr. TAN Yew Bock.*

*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 website of the Stock Exchange 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. This announcement will also be published and remains on the website of the Company at [www.inzign.com](http://www.inzign.com).*