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恆泰裕集團控股有限公司
HANG TAI YUE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8081)

**PROPOSED AMENDMENTS
TO
THE BYE-LAWS**

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

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to amend the existing bye-laws of the Company (“**Proposed Amendments**”) and to adopt a set of amended and restated bye-laws of the Company (“**New Bye-Laws**”) in order to (1) bring the bye-laws 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; and (2) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to provide that a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such shareholders of the Company (“**Shareholders**”) as, being entitled so to do, vote in person, and to delete the definition of “business day” so as to align the relevant provisions in the New Bye-Laws with the applicable laws of Bermuda and the GEM Listing Rules;
2. to clarify that the register and branch register of Shareholders maintained in Hong Kong shall be open for inspection;

3. to provide that (a) the Company must hold an annual general meeting in each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six months after the end of the Company's financial year (unless a longer period would not infringe the GEM Listing Rules, if any); and (b) a meeting of the Shareholders may be held by telephone, electronic or other communication facilities which allow all the participants of the meeting to communicate simultaneously and instantaneously;
4. to clarify that Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall have the right, by written requisition, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;
5. to empower the Board to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice;
6. to allow, for quorum purpose only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum in a general meeting of the Company;
7. to allow votes (whether on a show of hands or by way of poll) to be casted by electronic means or otherwise, as the Directors or the chairman of the meeting may determine;
8. to provide that all Shareholders shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company except where a Shareholder is required, by the GEM Listing Rules, the applicable laws, rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
9. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an additional to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
10. to clarify that the power of the Shareholders to remove a Director, at any general meeting convened and held in accordance with the New Bye-Laws, by ordinary resolution at any time before the expiration of his office shall include a managing or other executive Director;

11. to amend that the Shareholders shall approve the removal of the auditor of the Company (“**Auditor**”) at any time before the expiration of his term of office by an extraordinary resolution;
12. to clarify that the Shareholders (a) shall approve the appointment of the Auditor by ordinary resolution; and (b) shall fix the remuneration of the Auditor by ordinary resolution; and
13. to update and tidy up the definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

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

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
Hang Tai Yue Group Holdings Limited
Lam Ching Yee
Chief Executive Officer and Executive Director

4 April 2023

As at the date of this announcement, the Board comprises (i) one non-executive Director, namely Mr. Ng Ting Ho; (ii) two executive Directors, namely Ms. Lam Ching Yee and Mr. Fong Chak Kiu; and (iii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Chan Ming Kit and Mr. Tong Hin Sum Paul.

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 website of the Stock Exchange at <http://www.hkexnews.hk> for a minimum period of seven days from the date of publication and on the website of the Company at <http://www.hangtaiyue.com>.