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PALINDA GROUP HOLDINGS LIMITED

百利達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8179)

**PROPOSED ADOPTION OF
AMENDED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by PALINDA GROUP 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**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the currently effective and existing memorandum and articles of association of the Company (the “**Existing M&A**”), among others, (i) to conform to the amended Appendix 3 to the GEM Listing Rules which came into effect on 1 January 2022 and applicable laws of the Cayman Islands; (ii) to allow the Company to hold hybrid general meetings and electronic general meetings; and (iii) to make other house-keeping amendments to the Existing M&A for the purpose of clarifying existing practices and making consequential amendments in line with the proposed amendments (collectively, the “**Amendments**”). The Board proposes that the Company adopts a new set of amended and restated memorandum and articles of association (the “**Amended M&A**”) in substitution for, and to the exclusion of, the Existing M&A in its entirety.

The proposed Amendments are prepared in English and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the proposed Amendments, the English version shall prevail.

The proposed adoption of the Amended M&A is 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 to be held in due course (the “**AGM**”) and shall take effect on the date the relevant special resolution is approved at the AGM.

A circular containing, among other things, details of the proposed Amendments and a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Palinda Group Holdings Limited
Huang Wei
Chairlady and Executive Director

Hong Kong, 24 April 2023

As at the date of this announcement, the Board of the Company comprises Ms. Huang Wei and Mr. Dou Sheng as executive Directors, and Mr. Wu Chi King, Mr. So Yat Chuen and Ms. Cheng Wai, Iris, as independent non-executive Directors.

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 of the HKEx website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.palinda.com.