

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TONG KEE (HOLDING) LIMITED

棠記（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8305)

**PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION**

This announcement is made by Tong Kee (Holding) Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the existing memorandum of association (the “**Memorandum of Association**”) and articles of association (the “**Articles of Association**”) of the Company at an extraordinary general meeting (the “**EGM**”) to be convened for the purposes of bringing the existing Memorandum of Association and Articles of Association in line with, among other things, the latest legal and regulatory requirements including the amendments made to Appendix 3 to the GEM Listing Rules regarding the core shareholder protection standards which came into effect on 1 January 2022, and the applicable laws of the Cayman Islands and to incorporate certain housekeeping amendments (the “**Proposed Amendments**”).

The Board proposes to make the Proposed Amendments by way of adoption of a new set of amended and restated memorandum of association (the “**Amended and Restated Memorandum**”) and articles of association (the “**Amended and Restated Articles**”, together with the Amended and Restated Memorandum, the “**Amended and Restated Memorandum and Articles of Association**”). The proposed adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval of the shareholders (the “**Shareholders**”) of the Company by way of special resolution at the EGM, and will become effective upon the approval by the Shareholders at the EGM.

A circular containing, among others, details of the Proposed Amendments brought about by the adoption of the Amended and Restated Memorandum and Articles of Association, together with a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

By order of the Board
Tong Kee (Holding) Limited
Heung Chung Sum
Chairman

Hong Kong, 1 June 2023

As at the date of this announcement, the executive Directors are Mr. Heung Chung Sum and Mr. Chan Wai Hon Alan; the non-executive Directors are Ms. Heung Joe Yee and Ms. Heung Joe Tung; and the independent non-executive Directors are Dr. Ip Wai Hung, Mr. Ko, Wilson Wai Shun and Mr. Chan Chi Hang.

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 www.hkexnews.hk for at least 7 days from the date of its publication and be posted on the website of the Company at www.tongkee.com.hk.