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**Zhongshi Minan Holdings Limited**

**中食民安控股有限公司**

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

**(Stock Code: 8283)**

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

This announcement is made by Zhongshi Minan Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the proposed amendment to the existing memorandum of association and articles of association of Company (the “**Memorandum and Articles of Association**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “**Core Standards**” for shareholder protections for issuers. As such, the board of directors of the Company (the “**Board**”) proposes to amend the existing Memorandum and Articles of Association for the purposes of, among others, (i) bringing the existing Memorandum and Articles of Association in line with the amendments made to Appendix 3 of the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making other consequential and housekeeping changes. The Board proposes to amend the existing Memorandum and Articles of Association by way of adoption of the third amended and restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed adoption of the third amended and restated Memorandum and Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 29 June 2023 (the “AGM”). A circular containing, among others, details of the proposed amendments to the existing Memorandum and Articles of Association and a notice convening the AGM will be despatched to the Company’s shareholders in due course.

By order of the Board  
**Zhongshi Minan Holdings Limited**  
**WANG Lei**

*Co-Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 2 June 2023

*As at the date of this announcement, the executive Directors are Mr. WANG Lei, Mr. FENG Wei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Lili; and the Non-Executive Directors are Mr. WANG Bing and Mr. ZHAO Yanjiao; and the Independent Non-Executive Directors are Mr. CHEN Huichun, Mr. ZHAO Wei and Mr. GAO Yan.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 in 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](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at <http://www.zhongshiminanholdings.com>.*