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(incorporated in Cayman Islands with limited liability)

(Stock code: 8331)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by P.B. Group 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 existing amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”). Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited 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 proposes to amend the Memorandum and Articles of Association for the purposes of, among other things, (i) bringing the Memorandum and Articles of Association in line with the amendments made to the GEM Listing Rules and the applicable laws of the Cayman Islands; (ii) allowing the Company to hold hybrid general meetings and electronic general meetings; and (iii) making other house-keeping amendments to the Memorandum and Articles of Association to clarify existing practices and making necessary changes in line with the proposed amendments (the “**Proposed Amendments**”).

At the upcoming annual general meeting of the Company (the “**2023 AGM**”), a special resolution will be proposed for the shareholders of the Company (the “**Shareholders**”) to consider and, if thought fit, approve the proposed adoption of the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) incorporating the Proposed Amendments in substitution for and to the exclusion of the Memorandum and Articles of Association.

A circular containing, amongst other things, further information regarding the Proposed Amendments, the adoption of the New Memorandum and Articles of Association, together with the notice of the 2023 AGM will be despatched to the Shareholders in due course.

By order of the Board
P.B. Group Limited
Chik Wai Chun
Company Secretary

Hong Kong, 24 August 2023

As at the date of this announcement, the Board comprises (i) four executive Directors, namely Dr. CHAN Man Fung (Co-chairman), Mr. PUI Wai Lun (Co-chairman), Mr. PANG Ho Yin and Ms. ZONG Yan; and (ii) three independent non-executive Directors, namely Mr. HUNG Chiu Fat, Mr. CHOW Chi Hang Tony and Dr. KWOK Hiu Fung.

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 Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at www.thepbg.com.