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Narnia (Hong Kong) Group Company Limited

納尼亞(香港)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8607)

PROPOSED SECOND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Narnia (Hong Kong) Group Company 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 amended and restated articles of association of Company (the “**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 Articles of Association (the “**Proposed Amendments**”) for the purposes of, among others, (i) bringing the existing 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 Articles of Association by way of adoption of the new second amended and restated Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

The Proposed Amendments by way of adoption of the new second amended and restated Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming extraordinary general meeting of the Company to be held on Tuesday, 14 November 2023 at 11:00 am (the “EGM”). A circular containing, among others, further details of the Proposed Amendments and full terms of the Proposed Amendments, together with the notice of the EGM and the proxy form will be despatched to the shareholders of the Company in due course.

By Order of the Board
Narnia (Hong Kong) Group Company Limited
Mr. Dai Shunhua
Chairman

Zhejiang, the PRC, 19 October 2023

As at the date of this announcement, the executive Directors are Mr. Dai Shunhua, Ms. Song Xiaoying and Mr. Yeung Yiu Wah Francis, and the independent non-executive Directors are Dr. Liu Bo, Mr. Song Jun and Mr. Yu Chung Leung.

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 <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the Company’s website at www.narnia.hk.