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VISTAR HOLDINGS LIMITED
熒德控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8535)

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

This announcement is made by Vistar 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 "**Proposed Amendments**") the existing memorandum of association and articles of association of the Company ("**Current M&A**") by way of adoption of the amended and restated memorandum of association and articles of association of the Company ("**New M&A**") in substitution for, and to the exclusion of, the Current M&A.

The purposes of the Proposed Amendments are to (i) enable the Company to comply with the latest regulatory requirements in relation to hybrid meetings and electronic voting and the relevant amendments made to the GEM Listing Rules; and (ii) incorporate certain other consequential and housekeeping amendments (the "**Proposed Amendments**"). The Board considers that the Proposed Amendments are in the best interests of the Company and the shareholders of the Company (the "**Shareholders**") as a whole.

The Proposed Amendments and the proposed adoption of the New M&A are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 27 August 2025 (the "**2025 AGM**"). A circular containing, among other things, details of the Proposed Amendments and the Company's proposed adoption of the New M&A together with a notice convening the 2025 AGM will be despatched to the Shareholders in accordance with the GEM Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board of
Vistar Holdings Limited
POON Ken Ching Keung
Chairman and Chief Executive Officer

Hong Kong, 18 July 2025

As at the date of this announcement, the Board comprises Mr. POON Ken Ching Keung (Chairman), Mr. NG Kwok Wai and Ms. LEE To Yin as executive Directors; Ms. POON Kam Yee Odilia as non-executive Director; and Mr. YUNG Chung Hing, Mr. LAM Chung Wai and Mr. CHAN Shu Yan Stephen as independent non-executive Directors.

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 of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company's website at www.vistarholdings.com.