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Ever Reach Group (Holdings) Company Limited

恒達集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3616)

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of Ever Reach Group (Holdings) Company Limited (the “**Company**”) proposed certain amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt the second amended and restated memorandum and articles of association of the Company (“**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association. The purpose and principal effect of the Proposed Amendments are as follows:

1. to bring the relevant provisions of the Existing Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the relevant requirements under new Appendix 3 to the Listing Rules;
2. to update the definition of “Companies Law” to bring it in line with the latest Companies Act (as revised) of the Cayman Islands;
3. to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors; and
4. to make other house-keeping amendments to the Existing Memorandum and Articles of Association.

Details of the Proposed Amendments will be provided in the Company’s circular which will be despatched to the shareholders (the “**Shareholders**”) of the Company in due course.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association will be subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”), and will become effective upon the approval by the Shareholders at the AGM.

GENERAL

Special resolution to approve the Proposed Amendments will be proposed at the forthcoming AGM. A circular of the AGM containing, among other matters, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association, together with a notice of the AGM and the related proxy form, will be despatched to the Shareholders in due course. As no Shareholder has a material interest in the Proposed Amendments, no Shareholder will be required to abstain from voting on the relevant resolution.

By Order of the Board
Ever Reach Group (Holdings) Company Limited
LI Xiaobing
Chairman and Executive Director

Hong Kong, 12 April 2022

As at the date of this announcement, the executive Directors are Mr. LI Xiaobing, Mr. WANG Zhenfeng, Ms. QI Chunfeng and Mr. WANG Quan; and the independent non-executive Directors are Mr. LEE Kwok Lun, Mr. WEI Jian and Mr. FANG Cheng.