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## **MS GROUP HOLDINGS LIMITED**

### **萬成集團股份有限公司**

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

**(Stock code: 1451)**

#### **PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

This announcement is made by MS Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing articles of association of the Company (the “**Articles of Association**”) to (i) permit the Company to hold hybrid general meetings and electronic general meetings; (ii) bring the Articles of Association in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; and (iii) incorporate certain consequential and housekeeping amendments (the “**Proposed Amendments**”). As such, the Board proposes to adopt the second amended and restated articles of association (the “**Second Amended and Restated Articles of Association**”) containing the Proposed Amendments in substitution for, and to the exclusion of, the existing Articles of Association.

The adoption of the Second Amended and Restated Articles of Association is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting (“**AGM**”) of the Company, and will become effective upon the approval by the shareholders at the AGM. A circular containing, among other things, further details concerning the Proposed Amendments and the proposed adoption of the Second Amended and Restated Articles of Association, together with the notice of the AGM and the proxy form, will be despatched to the shareholders of the Company in due course.

By order of the Board  
**MS Group Holdings Limited**  
**Chau Ching**  
*Chairman and executive Director*

Hong Kong, 21 April 2022

*As of the date of this announcement, the executive Directors are Mr. Chau Ching, Mr. Chung Kwok Keung Peter, Mr. Chung Leonard Shing Chun and Mr. Chau Wai; and the independent non-executive Directors are Mr. Yu Hon To David, Mr. Seto John Gin Chung and Mr. Asvaintra Bhanusak.*