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## **K. H. GROUP HOLDINGS LIMITED**

### **劍虹集團控股有限公司**

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

**(Stock Code: 1557)**

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

The board (the “**Board**”) of directors (the “**Directors**”) of K. H. Group Holdings Limited (the “**Company**”) announces that to conform with the core shareholder protection standards set out in Appendix 3 (the “**Core Shareholder Protection Standards**”) 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, the Board proposes to amend the current memorandum and articles of association of the Company (the “**Current M&A**”) and to adopt the second amended and restated memorandum and articles of association (the “**Amended and Restated M&A**”) in order to conform with the Core Shareholder Protection Standards and to make some house-keeping amendments.

A summary of the major changes brought about by the adoption of the Amended and Restated M&A are set out below:

- (1) set out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the financial year;
- (2) give the right of any shareholder(s) of the Company (the “**Shareholder**” or the “**Shareholders**”) holding not less than 10 per cent of the voting rights of the Company to make a requisition to convene an extraordinary general meeting and to add resolutions to the agenda of the meeting;
- (3) specify that all Shareholders of the Company have the right to speak and vote at general meetings except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;

- (4) to provide that any representative authorised by a clearing house to attend any meeting of the Company shall have the right to speak and the right to vote at the meeting;
- (5) give the Shareholders of the Company the right to remove the Auditors of the Company by an ordinary resolution;
- (6) bring the Current M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and
- (7) make consequential amendments in line with the above amendments to the Current M&A.

The proposed adoption of the Amended and Restated M&A is 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 30 September 2022 (the “**2022 AGM**”). A circular containing, among other things, particulars relating to the proposed amendments to the Current M&A brought about by the adoption of the Amended and Restated M&A together with a notice convening the 2022 AGM will be despatched to the Shareholders in accordance with the Listing Rules.

By Order of the Board  
**K. H. Group Holdings Limited**  
**Chan Rongsheng**  
*Chairman and Executive Director*

Hong Kong, 11 July 2022

*As at the date of this announcement, the Board comprises two Executive Directors, namely, Mr. Chen Rongsheng (Chairman) and Mr. Guan Jingdong and three Independent Non-executive Directors, namely, Mr. Feng Zhidong, Professor Lu Haitian and Mr. Liu Xin.*

*In case of any inconsistency, the English version of this announcement shall prevail over the Chinese translation of this announcement.*