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**Travel Expert (Asia) Enterprises Limited**

**專業旅運（亞洲）企業有限公司**

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

**(Stock Code: 1235)**

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

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

The board of directors (the “**Board**”) of the Company proposes to amend the existing memorandum of association and existing articles of association of the Company (the “**Memorandum and Articles**”) in order to, among others, (i) conform to the latest applicable laws of the Cayman Islands and the core shareholder protections standards as provided in the latest version of Appendix 3 to the Listing Rules, (ii) to allow a general meeting of the Company to be held as a physical meeting in any part of the world and at one or more locations, a hybrid meeting or an electronic meeting where shareholders of the Company (“**Shareholders**”) may participate by electronic means (in case of a hybrid meeting or an electronic meeting), and to update the provisions on the powers of the Board and the chairman of the meeting in relation to the arrangement of the general meetings, and (iii) to make other housekeeping amendments to the Memorandum and Articles, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands (“**Proposed Amendments**”). The Company will seek approval from the Shareholders at the annual general meeting to be held on 24 August 2022 (the “**AGM**”) for the adoption of the second amended and restated memorandum of association and amended and restated articles of association of the Company (the “**Amended and Restated Memorandum and Articles**”) in substitution for, and to the exclusion of, the Memorandum and Articles.

The proposed adoption of the Amended and Restated Memorandum and Articles is subject to the approval of the Shareholders by way of special resolution at the AGM, and will become effective upon the approval by the Shareholders at the AGM. Further details of the Amended and Restated Memorandum and Articles (with Proposed Amendments marked up against the consolidated version of the Memorandum and Articles posted on the website of the Stock Exchange) are set out in Appendix III to the circular of the Company to be despatched to the Shareholders on 22 July 2022.

By order of the Board  
**Travel Expert (Asia) Enterprises Limited**  
**Ko Wai Ming, Daniel**  
*Chairman*

Hong Kong, 21 July 2022

*As at the date of this announcement, the Executive Directors of the Company are Mr. Ko Wai Ming, Daniel and Ms. Cheng Hang Fan; and the Independent Non-executive Directors of the Company are Mr. Chau Kwok Wing, Kelvin, Mr. Mak King Sau and Mr. Yung Ha Kuk, Victor.*