

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



Sunfonda Group Holdings  
**SUNFONDA GROUP HOLDINGS LIMITED**  
**新豐泰集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 01771)**

**PROPOSED ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

This announcement is made by Sunfonda 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 memorandum of association and articles of association of the Company (the “**Existing M&A**”) by adopting a new set of memorandum of association and articles of association of the Company (the “**New M&A**”) in substitution for and to the exclusion to the Existing M&A in order to, among other things, permit the Company to (i) hold hybrid general meetings and electronic general meetings; (ii) bring the Existing M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular, the Core Shareholder Protection Standards in the updated Appendix 3 to the Listing Rules with effect from 1 January 2022; and (iii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

The major Proposed Amendments are summarised as follows:

1. to provide for shareholders right to speak and vote at a general meeting except where a shareholder is required by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
2. to allow all general meetings of the Company to be held by means of telephone, electronic or other communication facilities;
3. to provide for shareholders right to appoint, remove and fix the remuneration of the auditor of the Company;

4. to provide for shareholders the right to approve voluntary winding up of the Company; and
5. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the changes brought about by the adoption of the New M&A when compared with the Existing M&A together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Sunfonda Group Holdings Limited**  
**Mr. Wu Tak Lam**  
*Chairman*

14 December 2022

*As at the date of this announcement, the Board comprises four executive directors, namely, Mr. Wu Tak Lam, Ms. Chiu Man, Ms. Chen Wei and Mr. Deng Ning; and three independent non-executive directors, namely, Mr. Liu Jie, Mr. Song Tao and Dr. Liu Xiaofeng.*