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MAN SHUN GROUP (HOLDINGS) LIMITED

萬順集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1746)

ANNOUNCEMENT OF PROPOSED AMENDMENTS TO AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors of Man Shun Group (Holdings) Limited (the “**Company**”) is pleased to announce that the Company proposes to amend the existing memorandum and articles of association of the Company and adopt a new amended and restated memorandum and articles of association of the Company (“**Articles**”) in order to bring the Articles 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 (the “**Listing Rules**”), which took effect on 1 January 2022.

The proposed major amendments to the Articles (“**Proposed Amendments**”) are summarised below:

1. to specify that the Company shall hold an annual general meeting within six months after the end of the Company’s financial year;
2. to provide that all shareholders of the Company (“**Shareholders**”) shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
3. to clarify that one or more Shareholders holding not less than one tenth (1/10th) of the voting rights at general meetings shall have the right to make requisition to require an extraordinary general meeting to be held for the transaction of resolution specified in such requisition;
4. to provide that the branch register of Shareholders in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong); and
5. to make other necessary amendments for updating the Articles and better aligning with the wording in the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments are subject to consideration and approval by the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**2023 AGM**”). A circular containing, among other things, particulars relating to Proposed Amendments together with a notice convening the 2023 AGM will be despatched to the Shareholders according to the applicable law, the Articles and the Listing Rules.

By order of the Board
Man Shun Group (Holdings) Limited
Cheung Yuen Tung
Chairman and Executive Director

Hong Kong, 30 March 2023

As at the date of this announcement, the Board comprises Mr. Cheung Yuen Tung and Mr. Cheung Yuen Chau as executive Directors; Mr. Pang Kam Fai, Dickson, Mr. Law Chung Lam, Nelson and Mr. Lau Yu Ching as independent non-executive Directors.