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EMBRY HOLDINGS LIMITED

安莉芳控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1388)

**PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION AND
PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Embry 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**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protection set out in Appendix 3 to the Listing Rules. As such, the board of directors of the Company (the “**Board**”) proposes to make certain amendments to the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”) for the purposes of, among others, (i) conforming to the said amendments made to the Listing Rules and the applicable laws of the Cayman Islands; (ii) permitting general meetings to be held as electronic meetings or hybrid meetings; and (iii) making other consequential and housekeeping changes (collectively, the “**Proposed Amendments**”). The Board also proposes to implement the Proposed Amendments by adopting the amended and restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the proposed adoption of the amended and restated Memorandum and Articles of Association shall be subject to the passing of special resolutions by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on Thursday, 25 May 2023 (the “**AGM**”). The amended and restated Memorandum and Articles of Associations will take effect on the date on which the Proposed Amendments are approved by the shareholders of the Company at the AGM.

A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Company’s shareholders as soon as practicable.

On behalf of the Board of
Embry Holdings Limited
Ngok Ming Chu
Chairman

Hong Kong, 6 April 2023

As at the date of this announcement, the Board comprises four executive directors, namely Madam Ngok Ming Chu (Chairman), Ms. Cheng Pik Ho Liza (Chief Executive Officer), Mr. Cheng Chuen Chuen and Ms. Lu Qun; and three independent non-executive directors, namely Mr. Lau Siu Ki, Mr. Lee Kwan Hung and Prof. Lee T. S.