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MEGAIN Holding (Cayman) Co., Ltd.

美佳音控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6939)

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

The board (the “**Board**”) of directors (the “**Directors**”) of MEGAIN Holding (Cayman) Co., Ltd. (the “**Company**”) proposes to make certain amendments to the existing articles of association of the Company (the “**Articles of Association**”) for the purposes of, among others, (i) bringing the Articles of Association in line with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), including the core shareholder protection standards set out in Appendix 3 to the Listing Rules and the applicable laws of the Cayman Islands; (ii) allowing general meetings to be held physically and/or electronically (i.e. physical meeting, hybrid meeting and electronic meeting); and (iii) making other housekeeping amendments, including consequential amendments in line with the above amendments to the Articles of Association (collectively, the “**Proposed Amendments**”).

The Board proposes to adopt the amended and restated articles of association of the Company incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Articles of Association, which will be subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company (the “**AGM**”).

A circular containing, among other things, details of the Proposed Amendments together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
MEGAIN Holding (Cayman) Co., Ltd.
Cheng Hsien-Wei
Chairman

Hong Kong, 12 April 2023

As at the date of this announcement, the Board comprises Mr. Cheng Hsien-Wei as executive Director; Mr. Lam Tsz Leung and Ms. Yu Erhao as non-executive Directors; and Mr. Chen Mark Da-jiang, Mr. Kao Yi-Ping and Mr. Li Huaxiong as independent non-executive Directors.

* For identification purpose only