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天譽置業 (控股) 有限公司

SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00059 and Bonds Stock Code: 5310, 5311, 5367, 5379, 5567, 5580, 5602, 5626, 5821 and 5855)

PROPOSED AMENDMENTS TO THE BYE-LAWS

This announcement is made by Skyfame Realty (Holdings) Limited (the “**Company**”) in accordance with 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 “**Director(s)**”) of the Company proposes to amend the existing bye-laws of the Company (the “**Existing Bye-Laws**”) to (i) comply with the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022, (ii) allow general meetings to be held as physical meeting, an electronic meeting or a hybrid meeting where Shareholders may attend by electronic means in addition to physical attendance in person; (iii) comply with other relevant changes to the applicable laws of Bermuda and the Listing Rules; and (iv) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

In light of the number of the Proposed Amendments, the Board proposes to effect the Proposed Amendments by way of adoption of the second amended and restated bye-laws incorporating and consolidating all the Proposed Amendments (collectively, the “**New Bye-Laws**”) in substitution for, and to the exclusion of, the Existing Bye-Laws.

The Proposed Amendments and the proposed adoption of the New Bye-Laws are subject to the approval of the shareholders of the Company by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company (the “**AGM**”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM, the Existing Bye-Laws shall remain valid.

A circular containing, among other matters, details of the Proposed Amendments and the proposed adoption of the New Bye-Laws, together with a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By order of the Board
Skyfame Realty (Holdings) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
YU Pan
Chairman

Hong Kong, 19 April 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. YU Pan (Chairman), Mr. JIN Zhifeng (Chief Executive Officer) and Mr. WANG Chenghua; one non-executive Director, namely Ms. WANG Kailing; and three independent non-executive Directors, namely Mr. WEN Xiaojing, Mr. CUI Yuan and Ms. TANG Yu.