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Sanxun Holdings Group Limited

三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

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

This announcement is made by Sanxun Holdings Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed companies to adopt a uniform set of core shareholder protection standard set out in Appendix 3 of the Listing Rules (the “**Core Standards**”).

In this connection, the board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) in relation to the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing M&A**”) and adoption of the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in substitution for and to the exclusion of the Existing M&A. By the Proposed Amendments and the proposed adoption of the New M&A, the Company will bring its memorandum and articles of association to be in line with the amendments made to the Listing Rules regarding the Core Standards and the applicable laws of the Cayman Islands. Certain house-keeping amendments to the Existing M&A will also be proposed for the purpose of making consequential amendments in line with the Proposed Amendments.

The Proposed Amendments and the proposed adoption of the New M&A are subject to the approval of the Shareholders by way of the passing of a special resolution at the forthcoming annual general meeting of the Company to be held on 20 June 2023 (the “AGM”). A circular containing, among other things, particulars relating to the Proposed Amendments together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Sanxun Holdings Group Limited
Qian Kun
Chairman

Hong Kong, 4 May 2023

As at the date of this announcement, the Board comprises Mr. Qian Kun, Ms. An Juan, Mr. Wang Zizong and Mr. Zhang Xiaohui as executive Directors, and Mr. Chen Sheng, Mr. Chan Ngai Fan and Mr. Tong Yu as independent non-executive Directors.