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LH GROUP

叙福樓集團

LH GROUP LIMITED

叙福樓集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1978)

ANNOUNCEMENT OF PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of LH Group Limited (the “**Company**”) is pleased to announce that the Company proposes to amend the existing memorandum and articles of association of the Company (“**Memorandum and Articles**”) in order to bring the Memorandum and 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 amendments to the Memorandum and 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, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
3. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholder(s) holding not less than one-tenth (1/10th) of the paid up capital of the Company having the right of voting at general meetings, such

Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;

4. to provide that the branch register of members 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 Memorandum and 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 Memorandum and Articles and the Listing Rules.

By order of the Board
LH GROUP LIMITED
Wong Kit Lung Simon Prof, BBS, JP
Chairman

Hong Kong, 15 May 2023

As at the date of this announcement, the Board comprises Mr. Wong Kit Lung Simon Prof, BBS, JP and Ms. Ko Sau Chee Grace as executive Directors; and Mr. Sin Yat Kin SBS, CSDSM, JP, Ms. Hung Lo Shan Lusan and Mr. Hung Wai Man Prof, JP as independent non-executive Directors.