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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1989)

PROPOSED AMENDMENT TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Pine Care Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) 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 require, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections. The board of directors of the Company (the “**Board**”) proposes to amend the existing memorandum of association of the Company and articles of association of the Company (together, the “**Existing Memorandum and Articles**”) for the purposes of, among others, (i) bringing the Existing Memorandum and Articles in line with the latest requirements of the Listing Rules and the applicable laws of the Cayman Islands; (ii) providing flexibility for the Company to convene and hold general meetings in physical form, electronic form or hybrid form; and (iii) making certain consequential housekeeping amendments (the “**Proposed Amendments**”).

In view of the Proposed Amendments, the Board also proposes to adopt a set of new memorandum of association and articles of association reflecting the Proposed Amendments (the “**New Memorandum and Articles**”) in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The proposed adoption of the New Memorandum and Articles is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). A special resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the Proposed Amendments and the proposed adoption of the New Memorandum and Articles.

A circular containing, among others, further details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles, together with a notice of the AGM will be despatched to the Shareholders in accordance with the Listing Rules in due course.

For and on Behalf of the Board
Pine Care Group Limited
Chan Yip Keung
Executive Director

Hong Kong, 21 June 2023

As at the date of this announcement, the Board comprises ten directors, namely, Mr. Choi Wun Hing Donald (Chairman of the Board), Mr. Wong Hung Han, Mr. Tsang Tin For, Mr. Wu Tat Ming Damein and Ms. Hui Wai Man as non-executive directors; Mr. Chan Yip Keung as executive director; and Mr. Yuen Tak Tim Anthony, Mr. Lam Cheung Wai, Mr. Wong Kam Pui and Mr. Wong Kit Loong as independent non-executive directors.