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Shun Wo Group Holdings Limited

汛和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1591)

PROPOSED ADOPTION OF SECOND AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Shun Wo Group Holdings Limited (the “**Company**”) pursuant to 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 “**Directors**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”), among others, (i) to conform to the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; and (ii) to make other house-keeping amendments to the Existing M&A for the purpose of clarifying existing practices and making consequential amendments in line with the proposed amendments (collectively, the “**Amendments**”). The Board proposes that the Company adopts second amended and restated memorandum and articles of association (the “**Second Amended M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

The proposed Amendments are prepared in English and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the proposed Amendments, the English version shall prevail.

The proposed adoption of the Second Amended M&A 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 to be held in due course (the “**AGM**”) and shall take effect on the date the relevant special resolution is approved at the AGM.

A circular containing, among other things, details of the Second Amended M&A reflecting the proposed Amendments and a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
Shun Wo Group Holdings Limited
Wong Yan Hung
Chairman

Hong Kong, 29 June 2023

As at the date of this announcement, the executive directors of the Company are Mr. Wong Yan Hung, Mr. Wong Tony Yee Pong and Mr. Lai Kwok Fai and the independent non-executive directors of the Company are Mr. Law Ka Ho, Mr. Leung Wai Lim and Mr. Tam Wai Tak Victor.