

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



A.Plus Group Holdings Limited 優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1841)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by A.Plus 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 recommend that the shareholders of the Company (the “**Shareholders**”) to adopt the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) in order to (among other things): (i) bring the Existing Memorandum and Articles of Association into line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make various consequential and housekeeping amendments to the Existing Memorandum and Articles of Association.

The main proposed amendments to the Existing Memorandum and Articles of Association which will be incorporated in the New Memorandum and Articles of Association include the following:

1. to update the definition of “Companies Law” to bring it in line with the latest Companies Act (as revised) of the Cayman Islands (“**Companies Act**”), and making corresponding changes to the relevant provisions;

2. to provide that the Company must hold an annual general meeting in each financial year, rather than each calendar year;
3. to provide that all Shareholders shall have the right to speak and vote at a general meeting of the Company except where a Shareholder is required, by the Listing Rules to abstain from voting to approve the matter under consideration;
4. to clarify that (i) extraordinary general meetings of the Company shall be convened on the requisition of one or more Shareholders holding of 10% of the voting rights in the share capital of the Company, rather than holding not less than 10% of the paid up capital of the Company; and (ii) any Shareholder who is entitled to requisition an extraordinary general meeting of the Company pursuant to the Articles of Association also entitled to add resolutions to the agenda for any general meeting of the Company by giving a notice in writing to the Board or the secretary;
5. to provide for a Shareholder, who is a clearing house, to appoint representative(s) to attend any general meeting of the Company or any meeting of creditors of the Company (as the case may be), and such representative(s) so appointed shall be entitled to exercise the same rights and powers on behalf of the clearing house, including the right to vote and the right to speak;
6. to provide that any director appointed by the Board, whether to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the first annual general meeting of the Company after his/her appointment and he/she shall be subject to re-election at such annual general meeting;
7. to clarify that the appointment, removal and remuneration of the auditors of the Company must be approved by a majority of the Shareholders, and no Director or officer of the Company, or any employee of a Director or officer of the Company shall be appointed auditors of the Company;
8. to clarify that the Shareholders may remove the auditor of the Company by way of an ordinary resolution, rather than a special resolution, at any time before the expiration of the term of office;
9. to allow all general meetings of the Company to be held by a physical meeting, a hybrid meeting or an electronic meeting;

10. to update and provide for the procedures, rules and requirements for the convening, holding and conduct of general meetings (be it a physical meeting, a virtual meeting, or a hybrid meeting) and the powers of the Board and the chairman of the general meeting in relation thereto; and
11. to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wording in the applicable laws of the Cayman Islands and the Listing Rules.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”). If the adoption of the New Memorandum and Articles of Association is approved by the Shareholders, they will become effective immediately after the AGM.

A circular setting out, among other things, details of all of the proposed amendments to the Existing Memorandum and Articles of Association, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board of
A.Plus Group Holdings Limited
Lam Kim Wan
Chairman and Executive Director

Hong Kong, 25 July 2023

As at the date of this announcement, the executive Directors are Mr. Lam Kim Wan and Mr. Fong Wing Kong, and the independent non-executive Directors are Mr. Yue Ming Wai Bonaventure, Ms. Sze Tak On and Mr. Leung Siu Hong.