

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.



RELIANCE GLOBAL HOLDINGS LIMITED

信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

The Board of Directors (the “**Board**” or the “**Director(s)**”) of Reliance Global Holdings Limited (the “**Company**”) announces that a proposal has been made to amend the existing Bye-laws of the Company (the “**Existing Bye-laws**”) and the proposal is subject to approval by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be held on 27 September 2023 (the “**AGM**”) by way of a special resolution. This announcement is made by 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**”).

BACKGROUND

The Board proposes certain amendments (the “**Proposed Amendments**”) be made to the Existing Bye-laws for the purpose of (i) bringing the Existing Bye-laws in line with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules; and (ii) reflecting certain updates in relation to the applicable laws of Bermuda and the Listing Rules. Other consequential or housekeeping amendments are also proposed to bring the Existing Bye-laws in line with the Proposed Amendments. In view of the number of amendments, the Board proposes to effect the Proposed Amendments by adoption of the amended and restated Bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

SUMMARY OF THE PROPOSED AMENDMENTS TO THE BYE-LAWS

A summary of the major areas of the Proposed Amendments to the Existing Bye-laws is as follows:

1. to provide that any person appointed by the Directors to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting after his appointment and shall then be eligible for re-election;
2. to provide that the Company must hold an annual general meeting for each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year;
3. to provide that the notice period for annual general meetings and other general meetings shall be not less than twenty-one (21) clear days and fourteen (14) clear days, respectively;
4. to provide that all Shareholders shall have the right to speak and vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
5. to expressly provide that a clearing house (or its nominee) may authorise such persons to act as corporate representatives and each person so authorised shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee), including the right to vote individually on a show of hands;
6. to specify that no business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business and clarify that, for quorum purposes only, two persons appointed by a clearing house as authorised representative or proxy shall constitute the quorum for a general meeting;
7. to provide that the Shareholders may, at any general meeting convened and held in accordance with the New Bye-laws of the Company, by ordinary resolution remove a Director (including a managing director or other executive director) at any time before the expiration of his period of office, but without prejudice to any claim for damages under any agreement between the Company and such Director;
8. to specify that the appointment and the remuneration of auditors shall be approved by ordinary resolution and the removal of auditors shall be approved by extraordinary resolution (being a resolution passed by a majority of not less than two-thirds of votes cast by the Shareholders at a general meeting);

9. to provide that the Board may appoint auditors to fill any casual vacancy and to fix the remuneration of such auditors and the auditors so appointed by the Board shall, subject to the Shareholders' right to remove such auditors, hold office until the next following annual general meeting and shall then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders;
10. to update the circumstances under which a Director may vote on a resolution (and be counted in the quorum) notwithstanding that the Director or any of the Director's close associates is materially interested therein;
11. to update and add new definitions relevant and corresponding to the above changes; and
12. to make other consequential and housekeeping amendments, as well as the updating of certain provisions with reference to the applicable laws of Bermuda and the Listing Rules currently in force.

The Proposed Amendments and proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the Existing Bye-laws will remain valid.

A circular for the AGM containing, among other matters, details relating to the adoption of the New Bye-laws, together with the notice convening the AGM, will be despatched to the Shareholders on 25 August 2023.

By Order of the Board
Reliance Global Holdings Limited
Wang Jingyu
Chairlady

Hong Kong, 21 August 2023

As at the date of this announcement, the Board comprises Ms. Wang Jingyu (Chairlady), Mr. Lai Ming Wai (Chief Executive Officer) and Ms. Chan Yuk Yee as Executive Directors and Mr. Yam Kwong Chun, Mr. Chai Chi Keung and Mr. Wong Chi Kit as Independent Non-executive Directors.