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KAI YUAN HOLDINGS LIMITED

開源控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 1215)

PROPOSED AMENDMENT TO THE EXISTING BYE-LAWS AND THE ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

The announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Kai Yuan Holdings Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the proposed amendment to the Company’s existing bye-laws and the adoption of the amended and restated bye-laws.

The main reason for the adoption of the amended and restated bye-laws is to, amongst others, (i) bring the Company’s bye-laws in line with the latest regulatory requirements under the Listing Rules, mandating the electronic dissemination of corporate communications by listed issuers to their securities holders; and (ii) make certain minor housekeeping amendments and other consequential changes to the Company’s existing bye-laws (the “**Proposed Amendments and Adoption**”).

The Proposed Amendments and Adoption are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting (the “**AGM**”) of the Company to be held on 3 June 2024.

A circular (the “**Circular**”) containing, among other things, details of the Proposed Amendments and Adoption, together with a notice convening the AGM, will be despatched to the Shareholders on 26 April 2024. Shareholders are accordingly advised to read the details of the Proposed Amendments and Adoption as set out in Appendix III to the Circular.

By Order of the Board
Kai Yuan Holdings Limited
Law Wing Chi, Stephen
Executive Director

Hong Kong, 23 April 2024

As at the date of this announcement, the Board comprises Mr. Xue Jian and Mr. Law Wing Chi, Stephen (both being executive directors) and Mr. Tam Sun Wing, Mr. Ng Ge Bun, Mr. He Yi and Ms. Kwok Pui Ha (all being independent non-executive directors).