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WINFAIR INVESTMENT COMPANY LIMITED

永發置業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 287)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Winfair Investment Company 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 proposed to make certain amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (“**Existing M&A**”) in order to (i) bring the Existing M&A in line with market practice and the latest legal and regulatory requirements, including, inter alia, statutory changes as a result of replacement of the old Companies Ordinance (Chapter 32 of the Laws of Hong Kong) by the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), amendments to the Listing Rules in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers, amendments to Chapter 14A of the Listing Rules and core shareholder protection standards set out in Appendix A1 to the Listing Rules; (ii) provide flexibility to the Company in relation to conduct of general meetings by allowing general meetings of the Company to be held as electronic meetings or hybrid meetings (where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to a physical meeting where Shareholders attend in person or by proxy); and (iii) incorporate certain housekeeping amendments, and make consequential amendments in line with the above amendments to the Existing M&A.

In light of the Proposed Amendments to be made to the Existing M&A, the Board proposed to adopt a new set of articles of association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the Existing M&A.

The Board is of the view that the Proposed Amendments and the adoption of the New Articles of Association are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments and the adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 9 September 2024 (the “**AGM**”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM, the Existing M&A shall remain valid.

After the Proposed Amendments come into effect, the full text of the New Articles of Association will be published on the websites of the Stock Exchange and the Company.

A circular containing, among other matters, details of the Proposed Amendments and the adoption of the New Articles of Association, together with the notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Winfair Investment Company Limited
Ng Tai Wai
Chairman

Hong Kong, 25 June 2024

As at the date of this announcement, the executive Directors are Mr. Ng Tai Wai and Mr. Ng Tai Yin Victor; the non-executive Directors are Mr. So Kwok Leung, Mr. So Kwok Wai Benjamin and Ms. Ng Kwok Fun; the independent non-executive Directors are Dr. Ng Chi Yeung, Simon, Ms. Chan Suit Fei, Esther and Mr. Heng Pei Neng Roy.