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A & S GROUP (HOLDINGS) LIMITED
亞洲實業集團(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1737)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by A & S 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 "**Director(s)**") of the Company proposes to make certain amendments (the "**Proposed Amendments**") to the existing memorandum of association and articles of association of the Company (the "**Memorandum and Articles of Association**"), for the purpose of, inter alia, (i) bringing the Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the relevant amendments made to the Listing Rules; (ii) providing the Company with more flexibility in the manner of holding general meetings by allowing them to be convened and held by way of physical meetings, hybrid meetings or solely by electronic means; (iii) allowing the Company to hold repurchased shares in treasury; and (iv) making other housekeeping amendments that are consistent with such amendments, the applicable law and the Listing Rules; and to adopt the amended and restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments (the "**New Memorandum and Articles of Association**").

The Proposed Amendments as well as the adoption of the New Memorandum and Articles of Association are subject to approval by the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the annual general meeting of the Company (the "**AGM**") to be held on 15 September 2025 or any adjourned meeting and will become effective upon the approval by the Shareholders at the AGM. A circular of the Company containing, among others,

the details of the Proposed Amendments as well as the proposed adoption of the New Memorandum and Articles of Association, together with the notice of the AGM and the proxy form, will be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited in due course.

By order of the Board
A & S Group (Holdings) Limited
Law Kwok Leung Alex
Chairman and Executive Director

Hong Kong, 16 July 2025

As at the date of this announcement, the Board comprises Mr. Law Kwok Leung Alex, Mr. Law Kwok Ho Simon and Mr. Chiu Tat Ting Albert as executive Directors; and Mr. Ho Chun Chung Patrick, Mr. Iu Tak Meng Teddy, Mr. Kwan Ngai Kit and Ms. Pau Yee Ling as independent non-executive Directors.