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# B & S INTERNATIONAL HOLDINGS LTD.
# 賓仕國際控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

(the "**Company**")

**(Stock code: 1705)**

## PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by B&S International Holdings Ltd. (the "**Company**") 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**").

The board (the "**Board**") of directors (the "**Directors**") of the Company proposes to amend the existing amended and restated memorandum and articles of association of the Company (the "**Existing M&A**") for the purposes of, among other things, (i) bringing the Existing M&A in line with the latest regulatory requirements in relation to the further expanded paperless listing regime under the Listing Rules; (ii) providing the Company with more flexibility in the manner of holding general meetings by allowing general meetings to be convened and held by way of physical meetings, hybrid meetings or solely by electronic means; (iii) expressly allowing shareholders of the Company (the "**Shareholders**") to vote at general meetings of the Company via electronic means; and (iv) incorporating certain housekeeping changes (the "**Proposed Amendments**"). Save for the Proposed Amendments, the remaining contents of the Existing M&A will remain unchanged. In view of the Proposed Amendments, the Board proposes to adopt the second amended and restated memorandum and articles of association (the "**New M&A**") of the Company in substitution for and to the exclusion of the Existing M&A.

The Proposed Amendments and the proposed adoption of the New M&A will be subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the "**AGM**") and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New M&A, together with a notice of the AGM will be published and/or despatched to the Shareholders in due course.

By order of the Board
**B&S International Holdings Ltd.**
**Chan Kam Chuen Andrew**
*Chairman and Chief Executive Officer*

Hong Kong, 18 July 2025

*As at the date of this announcement, the Board comprises Mr. Chan Kam Chuen Andrew, Mr. Chan Siu Cheung Stephen, Mr. Chau Wing Kong William and Ms. Tin Hau Ling Janny as executive Directors; and Mr. Pang Koon Kwai, Mr. See Hung Yan Peter and Mr. Chung Kwok Mo John as independent non-executive Directors.*