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Yoho Group Holdings Limited
友和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2347)

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

This announcement is made by Yoho 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 of directors (the "**Board**") of the Company proposes to amend the existing memorandum and articles of association of the Company (the **"Existing Memorandum and Articles of Association**") for the purpose of, *inter alia*:

(i) updating and bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the core shareholder protection standards as set out in Appendix A1 of the Listing Rules and the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023;

(ii) updating and bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the holding of hybrid general meetings and voting by electronic means by listed issuers and the relevant amendments made to the Listing Rules which took effect from 10 February 2025; and

(iii) incorporating certain consequential, tidyup and housekeeping amendments.

(collectively the "**Proposed Amendments**").

The Board thus proposes to adopt the amended and restated memorandum and articles of association of the Company, which incorporates the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association (the "**Amended Memorandum and Articles of Association**")

The Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles of Association 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 of the Company (the "**AGM**") and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, the full text of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Yoho Group Holdings Limited
Wu Faat Chi
Chairman and Executive Director

Hong Kong, 31 July 2025

As at the date of this announcement, the executive Directors are Mr. Wu Faat Chi and Ms. Tsui Ka Wing; the non-executive Director is Mr. Man Lap; and the independent non-executive Directors are Dr. Qian Sam Zhongshan, Dr. Leung Shek Ling Olivia and Mr. Ho Yun Tat.