SAINT BELLA

SAINT BELLA Inc.

聖貝拉有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2508)

(1) PROPOSED CHANGE OF COMPANY NAMES; (2) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION; (3) RESIGNATION OF NON-EXECUTIVE DIRECTOR; AND (4) CHANGE OF COMPOSITION OF BOARD COMMITTEES

PROPOSED CHANGE OF COMPANY NAMES

The board (the "**Board**") of directors (the "**Directors**") of SAINT BELLA Inc. (the "**Company**") proposes to change the English name of the Company from "**SAINT BELLA Inc.**" to "**SAINT BELLA GROUP LIMITED**", and to change the dual foreign name of the Company in Chinese from "**聖貝拉有限公司**" to "**聖貝拉集團有限公司**" (together, the "**Proposed Change of Company Names**").

Conditions for the Proposed Change of Company Names

The Proposed Change of Company Names is subject to the satisfaction of the following conditions:

(i) the passing of a special resolution by the shareholders of the Company (the "**Shareholders**") at an extraordinary general meeting of the Company (the "**EGM**") approving the Proposed Change of Company Names; and

(ii) the Registrar of Companies in the Cayman Islands having approved the Proposed Change of Company Names by issuing a certificate of incorporation on change of name (the "**Certificate**").

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Names will take effect from the date on which the Certificate is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary registration and/or filing procedures of the Companies Registry in Hong Kong regarding the Proposed Change of Company Names.

Reasons for the Proposed Change of Company Names

Since its establishment, the Company has extended to cover the entire cycle from pre-pregnancy and postpartum to childcare, while horizontally expanding into scenarios such as family care and health food products. The Board believes that the Proposed Change of Company Names can better reflect the Company's positioning and development as a corporate group, align the Company's brand with its expanded business scope, and enhance market recognition of its role as a company of a diversified portfolio.

Effect of the Proposed Change of Company Names

The Proposed Change of Company Names will not, of itself, affect the rights of any Shareholders or the Company's daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the existing names of the Company will, after the Proposed Change of Company Names becomes effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company's new names as a result of the Proposed Change of Company Names. Share certificates of the Company which are issued after the Proposed Change of Company Names becomes effective will be under the Company's new names.

Subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Board intends to change the English and Chinese stock short names of the Company accordingly after the Proposed Change of Company Names becomes effective. The Company will make further announcement(s) to inform the Shareholders of the effective date of the new English and Chinese stock short names of the Company as and when appropriate.

PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board also proposes to make certain amendments to the existing memorandum and articles of association of the Company to reflect the Proposed Change of Company Names (i.e. by changing all references to the English name of the Company and the dual foreign name in Chinese of the Company to "**SAINT BELLA GROUP LIMITED聖貝拉集團有限公司**") by way of adoption of a new set of memorandum and articles of association of the Company (the "**Proposed M&A Amendments**"). The Proposed M&A Amendments and the proposed adoption of the new memorandum and articles of association of the Company are subject to the passing of a special resolution by the Shareholders at the EGM and shall take effect upon the Proposed Change of Company Names becoming effective.

GENERAL

The EGM will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Proposed Change of Company Names and the Proposed M&A Amendments. A circular containing, among other things, details of the Proposed Change of Company Names and the Proposed M&A Amendments, together with a notice of the EGM, and the related proxy form will be sent to the Shareholders in due course in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

Pursuant to Rule 17.05A of the Listing Rules, the trustees holding unvested shares of a share scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. As of the date of this announcement, the trustee of the share award scheme adopted by the Company on November 14, 2025 is not interested in any Shares.

Save for the aforesaid, to the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, no other Shareholder will be required to abstain from voting on the resolutions in relation to the Proposed Change of Company Names and the Proposed M&A Amendments at the EGM.

For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the EGM in connection to such treasury shares.

Further announcement(s) will be issued by the Company as and when appropriate in relation to, among other things, the poll results of the EGM, the effective date of the Proposed Change of Company Names and the Proposed M&A Amendments, the corresponding new Chinese and English stock short names for trading of the securities of the Company on the Stock Exchange and the website of the Company.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Liang Jun ("**Mr. Liang**") has resigned as a non-executive Director and a member of the audit committee (the "**Audit Committee**") and the remuneration committee (the "**Remuneration Committee**") of the Board with effect from December 24, 2025 due to his personal career planning adjustments.

Mr. Liang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its gratitude to Mr. Liang for his valuable contributions to the Company during his tenure of office.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that Mr. Rainer Josef Bürkle, an independent non-executive Director, has been appointed as a member of the Audit Committee and the Remuneration Committee, both with effect from December 24, 2025.

An updated List of Directors and Their Role and Functions including the composition of each of the Board committees is also made available on the websites of the Stock Exchange and the Company.

By order of the Board
SAINT BELLA Inc.
Mr. Xiang Hua
Chairman of the Board, Executive Director
and Chief Executive Officer

Hong Kong, December 24, 2025

As of the date of this announcement, the Board comprises Mr. Xiang Hua as executive Director and Ms. Wu Annie Suk Ching, Mr. Rainer Josef Bürkle and Mr. Sim Koon Yin Edmund as independent non-executive Directors.