Pizu Group Holdings Limited

比優集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9893)

(1) PROPOSED CHANGE OF DOMICILE;
AND
(2) PROPOSED ADOPTION OF NEW ARTICLES

PROPOSED CHANGE OF DOMICILE

The Board proposes to change the domicile of the Company from the Cayman Islands to Hong Kong by way of application to the Companies Registry for re-domiciliation from the Cayman Islands to Hong Kong, and application for de-registration in the Cayman Islands after obtaining the certificate of re-domiciliation from the Companies Registry.

PROPOSED ADOPTION OF THE NEW ARTICLES

In connection with the Change of Domicile, the Company proposes to adopt the New Articles in compliance with the laws of Hong Kong to replace the Memorandum and the Articles.

GENERAL

The EGM will be convened for the purpose of considering and, if thought fit, approving the Change of Domicile, and the Adoption of the New Articles. A circular containing, among other things, details of (i) the Change of Domicile; (ii) the Adoption of the New Articles; and (iii) the notice convening the EGM will be despatched to the Shareholders in due course.

Shareholders and potential investors of the Company should note that the Change of Domicile and the Adoption of the New Articles are conditional upon satisfaction of the respective conditions precedent as set out in this announcement. Accordingly, the Change of Domicile and the Adoption of the New Articles may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

PROPOSED CHANGE OF DOMICILE

The Board proposes to change the domicile of the Company from the Cayman Islands to Hong Kong by way of application to the Companies Registry for re-domiciliation from the Cayman Islands to Hong Kong, and application for de-registration in the Cayman Islands after obtaining certificate of re-domiciliation from the Companies Registry.

Effect of the Change of Domicile

Other than the relevant expenses to be incurred, the Change of Domicile will not alter the underlying assets, investments, management or financial position of the Company, nor the proportionate interests of the Shareholders.

The re-domiciliation of the Company from the Cayman Islands to Hong Kong does not create a new legal entity or prejudice or affect the business continuity of the Company. Upon successful registration as a re-domiciled company under the Companies Ordinance, the Company in general would be regarded as a Hong Kong-incorporated company, and the Company will continue to maintain a registered office in Hong Kong.

Besides, the Change of Domicile will not involve the withdrawal of listing of the Shares, any issue of new Shares, any transfer of assets of the Company or any change in the existing shareholding of the Company. Implementation of the Change of Domicile will not affect the listing status of the Company on the Stock Exchange.

The existing share certificates for the Shares will continue to be valid and effective as documents of title and for trading and settlement purpose after the Change of Domicile becomes effective. In general, unless otherwise specified, the existing share certificate(s) held by the Shareholders is/are not required to be exchanged for new share certificate(s).

Reasons for the Change of Domicile

The Company believes that Hong Kong is a reputable and highly regulated jurisdiction for international businesses, with a business-friendly environment and streamlined processes for ongoing compliance. This helps companies reduce administrative burdens and increase operational efficiency. The Company believes that the Change of Domicile will enable the Company to enjoy certain benefits associated with being a Hong Kong limited company, such as political and economic stability, an effective judicial system, a favorable tax system, the absence of foreign exchange control or currency restrictions, and the availability of professional and support services.

Therefore, the Board believes that the Change of Domicile is beneficial to and in the interests of Company and its Shareholders as a whole.

Conditions of the Change of Domicile

The Change of Domicile is conditional upon:

(i) the passing of special resolutions by the Shareholders at the EGM to approve the Change of Domicile, and the Adoption of the New Articles;

(ii) the compliance with the relevant requirements under the Listing Rules and the relevant legal procedures and requirements under the laws of the Cayman Islands and Hong Kong in respect of the Change of Domicile; and

(iii) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Change of Domicile, if required (including but not limited to receiving the certificate of re-domiciliation issued by the Companies Registry).

PROPOSED ADOPTION OF THE NEW ARTICLES

In connection with the Change of Domicile, the Company proposes to adopt the New Articles in compliance with the laws of Hong Kong to replace the Memorandum and the Articles, effective upon the Change of Domicile becoming effective.

Conditions of the Adoption of the New Articles

The Adoption of the New Articles is conditional upon the passing of a special resolution by the Shareholders to approve the Change of Domicile and the Adoption of the New Articles at the EGM, and the Company receiving a certificate of re-domiciliation from the Companies Registry.

GENERAL

The EGM will be convened for the purpose of considering and, if thought fit, approving the Change of Domicile, and the Adoption of the New Articles. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has material interest in the Change of Domicile and the Adoption of the New Articles which is materially different from the other Shareholders, and no Shareholder is required to abstain from voting on any of the resolutions to be proposed at the EGM. A circular containing, among other things, details of (i) the Change of Domicile; (ii) the Adoption of the New Articles; and (iii) the notice convening the EGM will be despatched to the Shareholders in due course.

If the Change of Domicile and Adoption of the New Articles are approved by the Shareholders at the EGM, the Company will then proceed to make an application to the Companies Registry through its professional adviser(s) for the re-domiciliation of the Company from the Cayman Islands to Hong Kong. According to the published guidance of the Companies Registry, if documents and particulars required for the re-domiciliation application are in order, it is generally estimated that the applicant may be registered as a re-domiciled company in two weeks' time. In the event the application is approved by the Companies Registry, the Company will then apply to the Cayman Registrar of Companies through its professional adviser(s) for the re-domiciliation of the Company. The Change of Domicile will become effective upon the Company having received the approval from the Cayman Registrar of Companies. The Company will further announce any material update of progress on the above as and when appropriate.

Shareholders and potential investors of the Company should note that the Change of Domicile and the Adoption of the New Articles are conditional upon satisfaction of the respective conditions precedent as set out in this announcement. Accordingly, the Change of Domicile and the Adoption of the New Articles may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the words and expressions below shall have the following meanings when used herein:

"Adoption of the New Articles"	the proposed adoption of the New Articles in compliance with the laws of Hong Kong to replace the Memorandum and the Articles;
"Articles"	the existing articles of association of the Company;
"Board"	the board of Directors;
"Change of Domicile"	the proposed change of domicile of the Company from the Cayman Islands to Hong Kong pursuant to the Companies Ordinance and as a limited company thereunder;
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
"Company"	Pizu Group Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 9893);

"Companies Registry"	the Companies Registry in Hong Kong;
"Director(s)"	the director(s) of the Company;
"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Change of Domicile, and the Adoption of the New Articles;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Memorandum"	the existing memorandum of association of the Company;
"New Articles"	the articles of association of the Company proposed to be adopted by the Company, effective upon the Change of Domicile becoming effective;
"PRC"	the People's Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan;
"Share(s)"	the ordinary share(s) of the Company;
"Shareholder(s)"	the holder(s) of the Share(s); and
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.

By Order of the Board
Pizu Group Holdings Limited
Ma Tianyi
Chairman and Chief Executive Officer

Hong Kong, 31 March 2026

As at the date of this announcement, the Board comprises eight Directors. The executive Directors are Mr. Ma Tianyi (Chairman and Chief Executive Officer), Mr. Liu Fali (Chief Operating Officer), Ms. Qin Chunhong, Ms. Ma Ye and Mr. Ma Yong; and the independent non-executive Directors are Mr. Li Xu, Mr. Ha Suoku and Mr. Hu Jingqiang.